




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



Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 <div> <div>2012</div> <div>Open to Public Inspection</div> </div>
	▶ The organization may have to use a copy of this return to satisfy state reporting requirements	

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




B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE BROOKINGS INSTITUTION		D Employer identification number 53-0196577
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address) 1775 MASSACHUSETTS AVE NW	Room/suite	E Telephone number (202) 797-6000
	City or town, state or country, and ZIP + 4 WASHINGTON, DC 200362103		G Gross receipts \$ 327,160,623
	F Name and address of principal officer STROBE TALBOTT 1775 MASSACHUSETTS AVE NW WASHINGTON, DC 200362103		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.BROOKINGS.EDU			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities ANALYZE POLICY ISSUES AND PRODUCE PRACTICAL NEW IDEAS		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	46
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	45
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	563
	6 Total number of volunteers (estimate if necessary)	6	45
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-223,278
7b Net unrelated business taxable income from Form 990-T, line 34	7b	-262,271	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 114,836,670	Current Year 80,276,594
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,958,529	16,438,194
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,989,241	3,888,205
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	130,784,440	100,602,993
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	623,527
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)		48,684,258	51,180,901
16a Professional fundraising fees (Part IX, column (A), line 11e)		72,500	0
b Total fundraising expenses (Part IX, column (D), line 25) <input checked="" type="checkbox"/> 2,898,019			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		44,582,469	44,977,662
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		93,962,754	96,726,329
19 Revenue less expenses Subtract line 18 from line 12		36,821,686	3,876,664
Net Assets or Fund Balances	Beginning of Current Year		End of Year
	20 Total assets (Part X, line 16)	436,930,915	462,634,222
	21 Total liabilities (Part X, line 26)	55,622,853	58,394,541
	22 Net assets or fund balances Subtract line 21 from line 20	381,308,062	404,239,681

Part II Signature Block

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

Sign Here	***** Signature of officer			2014-03-24 Date	
	STEWART URETSKY VP, CFO, & TREASURER Type or print name and title				
Paid Preparer Use Only	Prnt/Type preparer's name WILLIAM E TURCO CPA		Preparer's signature		Date
	Check <input type="checkbox"/> if self-employed			PTIN 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

THE BROOKINGS INSTITUTION (BROOKINGS) IS A PRIVATE, NON-PROFIT, INDEPENDENT PUBLIC POLICY RESEARCH ORGANIZATION. BROOKINGS'S MISSION IS TO CONDUCT HIGH-QUALITY INDEPENDENT RESEARCH AND, BASED ON THAT RESEARCH, TO ADVANCE INNOVATIVE, PRACTICAL RECOMMENDATIONS THAT ADVANCE THREE BROAD GOALS: STRENGTHEN AMERICAN DEMOCRACY, FOSTER THE ECONOMIC AND SOCIAL WELFARE, SECURITY AND OPPORTUNITY OF ALL AMERICANS, AND SECURE A MORE OPEN, SAFE, PROSPEROUS AND COOPERATIVE INTERNATIONAL SYSTEM. FOR MORE THAN 90 YEARS, BROOKINGS HAS ANALYZED CURRENT AND EMERGING ISSUES AND PRODUCED NEW IDEAS THAT MATTER - FOR THE NATION AND THE WORLD. RESEARCH AT BROOKINGS IS CONDUCTED TO INFORM THE PUBLIC DEBATE AND PROVIDE HIGH-QUALITY, NON-PARTISAN ANALYSIS ON THE CHALLENGES FACING AN INCREASINGLY INTERDEPENDENT WORLD.

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes

☒ No

If “Yes,” describe these new services on Schedule O.

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes

☒ No

If “Yes,” describe these changes on Schedule O.

4

Describe the 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 \$ 19,926,242 including grants of \$ 522,663) (Revenue \$)

FOREIGN POLICY STUDIES THE FOREIGN POLICY PROGRAM'S RESEARCH HELPS POLICYMAKERS AND THE PUBLIC ADDRESS THE GREAT CHALLENGES FACING THE UNITED STATES AND THE INTERNATIONAL COMMUNITY IN THE 21ST CENTURY. THE AIM IS TO IMPROVE AMERICA'S FOREIGN AND NATIONAL SECURITY POLICIES, ENLIGHTEN THE PUBLIC POLICY DEBATE, AND SHAPE THE EMERGING INTERNATIONAL ORDER IN FAVOR OF PEACE, SECURITY AND HUMAN PROGRESS. IN THE PAST YEAR, FOREIGN POLICY EXPERTS BOTH IN WASHINGTON AND IN OUR OVERSEAS CENTERS IN BEIJING, DOHA AND NEW DELHI EXAMINED A WIDE RANGE OF TOPICS INCLUDING THE RAPIDLY CHANGING DEVELOPMENTS THROUGHOUT THE ARAB WORLD, THE EUROZONE CRISIS, THE WARS IN AFGHANISTAN AND IRAQ, ARMS CONTROL AND NUCLEAR NON-PROLIFERATION, ENERGY SECURITY, MILITARY TECHNOLOGY, IRAN, INDIA, SYRIA, LIBYA, THE EVOLVING TRANSATLANTIC RELATIONSHIPS, HUMANITARIAN AID AND THE CHANGING GLOBAL ROLE OF CHINA. IN ADDITION TO PUBLISHING NUMEROUS WORKS OF SCHOLARSHIP IN FY 2013, SCHOLARS IN THE FOREIGN POLICY PROGRAM PROVIDED CONGRESSIONAL TESTIMONY AND PRESIDED OVER MORE THAN 210 PUBLIC AND PRIVATE EVENTS.

4b

(Code) (Expenses \$ 14,740,179 including grants of \$) (Revenue \$)

ECONOMIC STUDIES THE ECONOMIC STUDIES PROGRAM ANALYZES CURRENT AND EMERGING ECONOMIC POLICY ISSUES IN THE UNITED STATES AND WORLDWIDE. ITS RESEARCH AIMS TO INCREASE THE PUBLIC'S UNDERSTANDING OF HOW THE ECONOMY WORKS AND WHAT CAN BE DONE TO MAKE IT WORK BETTER. IN THE PAST YEAR, ECONOMIC STUDIES EXPERTS EXAMINED THE FEDERAL BUDGET DEFICIT AND THE RISING NATIONAL DEBT, AND COMMENTED ON SUCH DIVERSE ISSUES AS THE LABOR MARKET AND JOB CREATION, FISCAL AND MONETARY POLICY, AND THE ROLE OF EDUCATION AND OPPORTUNITY IN ECONOMIC MOBILITY. ECONOMIC STUDIES ALSO PRODUCES THE BROOKINGS PAPERS ON ECONOMIC ACTIVITY, THE LEADING SOURCE OF POLICY-ORIENTED, EMPIRICAL RESEARCH ON MACROECONOMICS. IN ADDITION TO PUBLISHING NUMEROUS WORKS OF SCHOLARSHIP IN FY 2012, ECONOMIC STUDIES HELD OVER 182 EVENTS BOTH PRIVATE AND OPEN TO THE GENERAL PUBLIC, AND ECONOMIC STUDIES EXPERTS TESTIFIED 12 TIMES BEFORE CONGRESSIONAL COMMITTEES AND SUBCOMMITTEES.

4c

(Code) (Expenses \$ 12,513,242 including grants of \$) (Revenue \$)

METROPOLITAN POLICY THE METROPOLITAN POLICY PROGRAM (METRO PROGRAM) PROVIDES DECISION MAKERS WITH CUTTING-EDGE TREND ANALYSIS, RESEARCH AND POLICY IDEAS THAT EMPOWER METROPOLITAN AREAS TO COMPETE AND PROSPER. THE PROGRAM BELIEVES THAT FUTURE PROSPERITY IS DEPENDENT ON DELIVERING A NEXT ECONOMY THAT IS FUELED BY INNOVATION, POWERED BY LOW CARBON, DRIVEN BY EXPORTS, RICH WITH OPPORTUNITY, AND LED BY METROPOLITAN AREAS-WHILE SIMULTANEOUSLY BUILDING SMART, SUSTAINABLE PLACES THAT EMBRACE DEMOGRAPHIC AND ECONOMIC CHANGE AND TECHNOLOGICAL ADVANCES. IN THE PAST YEAR, THE METRO PROGRAM RELEASED FIRST-OF-ITS-KIND TREND ANALYSES ON PATENTS, STEM JOBS, AIR AND PASSENGER TRAVEL, CREATED STATE-BASED ADVANCED INDUSTRY STRATEGY FOR COLORADO'S AEROSPACE SECTOR, RELEASED TWO BOOKS - THE METROPOLITAN REVOLUTION AND CONFRONTING SUBURBAN POVERTY IN AMERICAN, AND CONTINUED THE SUCCESSFUL GLOBAL CITIES INITIATIVE. A JOINT PROJECT OF BROOKINGS AND JPMORGAN CHASE. METRO PROGRAM EXPERTS ALSO EXAMINED ISSUES RELATED TO EXPORTS, INFRASTRUCTURE, POVERTY, EMPLOYMENT AND IMMIGRATION. IN ADDITION TO PUBLISHING NUMEROUS WORKS OF SCHOLARSHIP IN FY 2013, THE METRO PROGRAM HELD OVER THIRTY-FIVE PUBLIC AND PRIVATE EVENTS, AND METRO PROGRAM EXPERTS PRESENTED IN OVER TWENTY BRIEFINGS AND TESTIMONY BEFORE WHITE HOUSE AND AGENCY COMMITTEES, CONGRESSIONAL COMMITTEES AND SUBCOMMITTEES, AND STATE AND LOCAL COMMITTEES.

(Code) (Expenses \$ 9,587,355 including grants of \$) (Revenue \$)

GLOBAL ECONOMY AND DEVELOPMENT THE GLOBAL ECONOMY AND DEVELOPMENT PROGRAM EXAMINES THE OPPORTUNITIES AND CHALLENGES PRESENTED BY GLOBALIZATION, WHICH HAS BECOME A CENTRAL CONCERN FOR INTERNATIONAL POLICYMAKERS, BUSINESS LEADERS, THE MEDIA AND CIVIL SOCIETY. GLOBAL ECONOMY AND DEVELOPMENT EXPERTS ADDRESS THE ISSUES SURROUNDING GLOBALIZATION WITHIN THREE KEY AREAS: THE DRIVERS SHAPING THE GLOBAL ECONOMY, THE ROAD OUT OF POVERTY AND GLOBAL PUBLIC GOODS. IN THE PAST YEAR, THE RESEARCH AGENDA FOR THE PROGRAM WAS CENTERED ON THE STATE OF THE GLOBAL ECONOMIC RECOVERY, REFORM OF INTERNATIONAL FINANCIAL INSTITUTIONS, MAKING DEVELOPMENT ASSISTANCE MORE EFFECTIVE AND TACKLING THE ISSUE OF GLOBAL CLIMATE CHANGE. IN ADDITION TO PUBLISHING NUMEROUS WORKS OF SCHOLARSHIP IN FY 2013, GLOBAL ECONOMY AND DEVELOPMENT HELD NUMEROUS EVENTS OPEN TO THE GENERAL PUBLIC.

(Code) (Expenses \$ 6,690,840 including grants of \$) (Revenue \$)

GOVERNANCE STUDIES THE GOVERNANCE STUDIES PROGRAM BRINGS TOGETHER PEOPLE INTERESTED IN IMPROVING THE PERFORMANCE OF OUR NATIONAL GOVERNMENT AND BETTERING THE ECONOMIC SECURITY, SOCIAL WELFARE, AND OPPORTUNITY AVAILABLE TO ALL AMERICANS. IN THE PAST YEAR, GOVERNANCE STUDIES EXPERTS EXAMINED THE POLITICS BEHIND HEALTH CARE REFORM AND AMERICA'S ECONOMIC RECOVERY, AND COMMENTED ON OTHER TIMELY TOPICS, SUCH AS THE U.S. BUDGET CRISES, U.S. JOB POLICIES, GUANTANAMO BAY DETENTION CENTER, JUDICIAL SELECTION REFORM, THE U.S. EDUCATIONAL SYSTEM, PARTISAN GRIDLOCK IN LEGISLATION AND THE USE OF ONLINE TOOLS AND INFORMATION TECHNOLOGY TO INCREASE GOVERNMENT EFFICIENCY. IN ADDITION TO PUBLISHING NUMEROUS WORKS OF SCHOLARSHIP IN FY 2013, GOVERNANCE STUDIES HELD 60 EVENTS OPEN TO THE GENERAL PUBLIC.

(Code) (Expenses \$ 2,412,508 including grants of \$) (Revenue \$ 1,715,486)

BROOKINGS PRESS THE BROOKINGS PRESS PUBLISHES PUBLIC POLICY RESEARCH FROM BROOKINGS' OWN SCHOLARS AS WELL AS OUTSIDE AUTHORS. THESE PUBLICATIONS PROVIDE EXTENSIVE BACKGROUND AND INSIGHT ON IMPORTANT PUBLIC POLICY ISSUES IN BUSINESS, ECONOMICS, GOVERNMENT AND INTERNATIONAL AFFAIRS.

(Code) (Expenses \$ 2,275,106 including grants of \$) (Revenue \$)

COMMUNICATIONS AND WEB THE COMMUNICATIONS DEPARTMENT DISSEMINATES INFORMATION ABOUT BROOKINGS, ITS SCHOLARS AND RESEARCH, AND THE ARRAY OF RESOURCES THAT BROOKINGS OFFERS. COMMUNICATIONS OVERSEES THE COMMENTARY AND ANALYSIS THAT APPEAR ON THE BROOKINGS' WEBSITE (WWW.BROOKINGS.EDU) AND THAT ARE DISTRIBUTED THROUGH BROOKINGS'S SOCIAL MEDIA CHANNELS AND OTHER DIGITAL COMPONENTS OF OUTREACH AND EDUCATION. THE DEPARTMENT SUPPORTS THE RESEARCH PROGRAMS BY PROVIDING VIDEO, DATA VISUALIZATION, ANIMATION AND OTHER MULTIMEDIA SERVICES, AND IT HOUSES THE ORGANIZATION'S PUBLISHING HOUSE, BROOKINGS INSTITUTION PRESS.

(Code) (Expenses \$ 535,007 including grants of \$) (Revenue \$)

OTHER RESEARCH INCLUDES RESEARCH INITIATIVES OF THE EXECUTIVE OFFICE, FRIDAY POLICY ROUNDTABLES, AND CROSS-PROGRAM RESEARCH. CROSS-PROGRAM RESEARCH EFFORTS INCLUDE PUBLICATIONS AND OUTREACH EVENTS ON THE ALL BROOKINGS PRIORITIES, FOUR AREAS OF RESEARCH THAT ENCOMPASS WORK FROM ALL PROGRAMS IN THE INSTITUTION ON TIMELY AND CROSS-CUTTING ISSUES SUCH AS CLIMATE CHANGE, GROWTH THROUGH INNOVATION, AND OPPORTUNITY AND WELL-BEING. IT ALSO INCLUDES SOME EXPENSES ASSOCIATED WITH 2 SIGNIFICANT PARTNERSHIPS WITH UNIVERSITIES: THE BROOKINGS MOUNTAIN WEST PROGRAM WITH THE UNIVERSITY OF LAS VEGAS AND BROOKINGS' EXECUTIVE EDUCATION PROGRAM, A PARTNERSHIP WITH WASHINGTON UNIVERSITY IN ST. LOUIS.

4d

Other program services (Describe in Schedule O)

(Expenses \$ 21,500,816 including grants of \$) (Revenue \$ 1,715,486)

4e



















Total program service expenses

68,680,479

Form 990 (2012)

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 Yes	
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 Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? 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	No
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 Yes	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV 	16 Yes	
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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . .	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 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.	483	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	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	563
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: <u>QA, UK, IN</u> 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 8822?		7c	No
d If "Yes," indicate the number of Forms 8822 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	46	
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			
1b	Enter the number of voting members included in line 1a, above, who are independent	45	
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	No
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	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	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	No
10b	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	
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
11b	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
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	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?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	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
16b	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	AK, AL, AR, AZ, CA, CO, CT, FL, GA, ID, KS, KY, MA, MD, ME, MI, MS, MN, ND, NE, NJ, NH, NM, NV, OH, OK, OR, PA, RI, SC, TN, VT, WA, WI, WV
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.	<input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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	STEWART A URETSKY 1775 MASSACHUSETTS AVE NW WASHINGTON, DC (202) 797-6000

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

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 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

[illegible]

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	5,090,915	0	664,188

\$100,000 of reportable compensation from the organization

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
VELIR INC 212 ELM STREET SUITE 401 SOMERVILLE MA 02144	IT/WEB DESIGN	1,687,976
CDW DIRECT LLC PO BOX 75723 CHICAGO IL 606755723	IT/COMPUTER HARDWARE, SOFTWARE & MAINTEN	1,557,200
ACCENTURE LLP PO BOX 70629 CHICAGO IL 60673	MANAGEMENT, CONSULTING TECHNOLOGY	1,370,521
THREESPOT MEDIA LLC 3333 14TH STREET NW SUITE 300 WASHINGTON DC 20010	IT/WEB DESIGN	1,179,343
CODEXO PO BOX 536922 WASHINGTON DC 20010	FOOD SERVICE	1,107,598
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 ▶41		

Part VIII

Statement of Revenue

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

			(A)	(B)	(C)	(D)
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a	80,276,594			
	b	Membership dues 1b				
	c	Fundraising events 1c				
	d	Related organizations 1d				
	e	Government grants (contributions) 1e 1,880,755				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 78,395,839				
	g	Noncash contributions included in lines 1a-1f \$ 3,352,948				
	h	Total. Add lines 1a-1f				
Program Service Revenue	2a	Business Code				
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	5,459,389		-224,392	5,683,781
	4	Income from investment of tax-exempt bond proceeds				
	5	Royalties				
	6a	Gross rents (i) Real (ii) Personal	393,059			393,059
	b	Less rental expenses 680,170 287,111				
	c	Rental income or (loss) 393,059				
	d	Net rental income or (loss)				
	7a	Gross amount from sales of assets other than inventory (i) Securities (ii) Other	10,978,805			10,978,805
	b	Less cost or other basis and sales expenses 236,887,050 225,908,245				
	c	Gain or (loss) 10,978,805				
	d	Net gain or (loss)				
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18 a				
	b	Less direct expenses b				
	c	Net income or (loss) from fundraising events				
	9a	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	1,353,212	1,352,098	1,114	
	b	Less cost of goods sold b 1,715,486 362,274				
	c	Net income or (loss) from sales of inventory				
		Miscellaneous Revenue Business Code	2,081,207			2,081,207
	11a	CAFETERIA INCOME 900099				
	b	OTHER INCOME 900099 60,727				
	c					
	d	All other revenue				
	e	Total. Add lines 11a-11d	2,141,934			
	12	Total revenue. See Instructions	100,602,993	1,352,098	-223,278	19,197,579

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	Grants and other assistance to individuals in the United States. See Part IV, line 22.	487,663	487,663		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	80,103	80,103		
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	4,190,841	1,940,976	2,139,670	110,195
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.	31,321,911	24,494,681	5,642,126	1,185,104
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	3,613,882		3,613,882	
9	Other employee benefits.	9,321,366	11,849,658	-3,113,726	585,434
10	Payroll taxes.	2,732,901		2,732,901	
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	132,782	26,385	106,397	
c	Accounting.	114,952	24,202	90,750	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	3,286,607	295	3,286,312	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	12,254,095	9,907,295	2,336,800	10,000
12	Advertising and promotion.	366,448	276,920	11,164	78,364
13	Office expenses.	2,065,443	1,067,194	953,224	45,025
14	Information technology.	2,937,276	2,172,465	709,710	55,101
15	Royalties.				
16	Occupancy.	2,643,809	6,487,102	-4,175,470	332,177
17	Travel.	3,318,090	3,043,016	173,811	101,263
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	789	789		
19	Conferences, conventions, and meetings.	3,731,735	3,686,813	-151,549	196,471
20	Interest.	2,310,233		2,310,233	
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	5,511,394	949,283	4,564,311	-2,200
23	Insurance.	373,673	5,000	368,673	
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	OTHER DIRECT COSTS	3,807,995	678,069	3,096,519	33,407
b	PUBLISHING	1,604,431	1,427,692	9,061	167,678
c	REPAIR/MAINTENANCE	438,013	33,011	405,002	
d	BAD DEBT	51,547	41,867	9,680	
e	All other expenses	28,350		28,350	
25	Total functional expenses. Add lines 1 through 24e.	96,726,329	68,680,479	25,147,831	2,898,019
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		36,642,771	1	12,418,028
	2	Savings and temporary cash investments		5,102,450	2	22,177,067
	3	Pledges and grants receivable, net		90,303,494	3	100,310,242
	4	Accounts receivable, net		404,328	4	332,166
	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		355,010	8	340,513
	9	Prepaid expenses and deferred charges		820,425	9	1,246,361
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a77,182,218			
	b	Less accumulated depreciation	10b34,087,801	45,249,400	10c	43,094,417
	11	Investments—publicly traded securities		72,924,633	11	68,981,661
	12	Investments—other securities See Part IV, line 11		184,182,203	12	212,738,613
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		946,201	15	995,154
	16	Total assets. Add lines 1 through 15 (must equal line 34)		436,930,915	16	462,634,222
Liabilities	17	Accounts payable and accrued expenses		9,416,181	17	11,995,946
	18	Grants payable			18	
	19	Deferred revenue		101,003	19	1,551,749
	20	Tax-exempt bond liabilities		39,320,588	20	39,330,821
	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		4,219,108	23	2,890,063
	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		2,565,973	25	2,625,962
	26	Total liabilities. Add lines 17 through 25		55,622,853	26	58,394,541
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		171,192,658	27	186,170,179
	28	Temporarily restricted net assets		141,093,587	28	142,256,477
	29	Permanently restricted net assets		69,021,817	29	75,813,025
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		381,308,062	33	404,239,681
	34	Total liabilities and net assets/fund balances		436,930,915	34	462,634,222

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	100,602,993
2	Total expenses (must equal Part IX, column (A), line 25)	2	96,726,329
3	Revenue less expenses Subtract line 2 from line 1	3	3,876,664
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	381,308,062
5	Net unrealized gains (losses) on investments	5	18,914,754
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	140,201
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	404,239,681

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b	Were the organization's financial statements audited by an independent accountant? 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 <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

Additional Data

Software ID:

Software Version:

EIN: 53-0196577

Name: THE BROOKINGS INSTITUTION

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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN L THORNTON CHAIR OF THE BOARD	4 00	X		X				0	0	0
GLENN HUTCHINS VICE CHAIR OF THE BOARD/CAMPAIGN	3 50	X		X				0	0	0
SUZANNE NORA JOHNSON VICE CHAIR OF THE BOARD	3 00	X		X				0	0	0
DAVID M RUBENSTEIN VICE CHAIR OF THE BOARD	2 50	X		X				0	0	0
LIAQUAT AHAMED CHAIR, INVESTMENT COMMITTEE	3 00	X						0	0	0
CHERYL COHEN EFFRON CHAIR, DEVELOPMENT COMMITTEE	3 00	X						0	0	0
BART FRIEDMAN CHAIR, COMM ON PUBLIC RESP & ETHICS	2 00	X						0	0	0
BENJAMIN R JACOBS CHAIR, BUDGET & FINANCE COMMITTEE	3 00	X						0	0	0
EDGAR RIOS CHAIR, AUDIT COMMITTEE	2 00	X						0	0	0
TRACY R WOLSTENCROFT CHAIR, NOMINATIONS & GOVERNANCE COMM	3 00	X						0	0	0
DOMINIC BARTON TRUSTEE	2 00	X						0	0	0
ROBERT M BASS TRUSTEE	2 00	X						0	0	0
ALAN R BATKIN TRUSTEE	2 00	X						0	0	0
CRANDALL BOWLES TRUSTEE	2 00	X						0	0	0
HANZADE DOGAN BOYNER TRUSTEE	2 00	X						0	0	0
PAUL L CEJAS TRUSTEE	2 00	X						0	0	0
ABBY JOSEPH COHEN TRUSTEE	2 00	X						0	0	0
HOWARD E COX TRUSTEE	2 00	X						0	0	0
ARTHUR B CULVAHOUSE JR TRUSTEE	2 00	X						0	0	0
PAUL DESMARAIS JR TRUSTEE	2 00	X						0	0	0
KENNETH M DUBERSTEIN TRUSTEE	2 00	X						0	0	0
ALFRED B ENGELBERG TRUSTEE	2 00	X						0	0	0
ANN M FUDGE TRUSTEE	2 00	X						0	0	0
BRIAN L GREENSPUN TRUSTEE	2 00	X						0	0	0
SHIRLEY A JACKSON TRUSTEE	2 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
KENNETH M JACOBS TRUSTEE	2 00	X						0	0	0
RICHARD A KIMBALL JR TRUSTEE	2 00	X						0	0	0
NEMIR KIRDAR TRUSTEE	2 00	X						0	0	0
KLAUS KLEINFELD TRUSTEE	2 00	X						0	0	0
PHILIP H KNIGHT TRUSTEE	2 00	X						0	0	0
RAJAN BHARTI MITTAL TRUSTEE	2 00	X						0	0	0
NIGEL MORRIS TRUSTEE	2 00	X						0	0	0
JAMES MURREN TRUSTEE	2 00	X						0	0	0
THOMAS C RAMEY TRUSTEE	2 00	X						0	0	0
JAMES ROGERS TRUSTEE	2 00	X						0	0	0
VICTORIA P SANT TRUSTEE	2 00	X						0	0	0
LEONARD D SCHAEFFER TRUSTEE	2 00	X						0	0	0
LYNN THOMAN TRUSTEE	2 00	X						0	0	0
LARRY D THOMPSON TRUSTEE	2 00	X						0	0	0
MICHAEL L TIPSORD TRUSTEE	2 00	X						0	0	0
ANDREW H TISCH TRUSTEE	2 00	X						0	0	0
ANTOINE W VAN AGTMAEL TRUSTEE	2 00	X						0	0	0
JOHN H WHITE JR TRUSTEE	2 00	X						0	0	0
DANIEL YERGIN TRUSTEE	2 00	X						0	0	0
DANIEL B ZWIRN TRUSTEE	2 00	X						0	0	0
N STROBE TALBOTT PRESIDENT	40 00	X		X				451,551	0	54,917
STEWART URETSKY VP, CFO, & TREASURER	40 00			X				315,642	0	24,954
STEVE BENNETT CHIEF OPERATIONS OFFICER	40 00			X				275,009	0	31,173
CATHERINE PIEZ CHIEF INVESTMENT OFFICER	40 00			X				270,582	0	38,342
ALEXIS BATAILLON SECRETARY	40 00			X				195,812	0	40,677

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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID PORTER ASSISTANT TREASURER	40 00			X				182,559	0	19,844
AMANDA MAYS ASSISTANT SECRETARY	40 00			X				49,315	0	9,979
WILLIAM ANTHOLIS SECRETARY (FORMER)	40 00			X				270,363	0	47,877
KAREN DYNAN SENIOR FELLOW	40 00				X			331,375	0	32,037
MARTIN INDYK VP & DIRECTOR OF FOREIGN POLICY	40 00				X			328,535	0	41,665
TED GAYER VP & DIRECTOR OF ECONOMIC STUDIES	40 00				X			323,258	0	30,000
BRUCE KATZ VP & CO-DIR, METROPOLITAN POLICY	40 00				X			319,388	0	56,882
KEMAL DERSIS VP & DIR OF GLOBAL ECONOMY	40 00				X			286,156	0	31,346
WILLIAM G GALE SR FELLOW & DIR, ES TAX POLICY CENTER	40 00					X		365,273	0	43,835
MARK B MCCLELLAN DIRECTOR ECHCR & SENIOR FELLOW	40 00					X		342,234	0	42,690
DARRELL M WEST VP & DIR OF GOVERNANCE STUDIES	40 00					X		271,168	0	44,493
LAWRENCE S KOCOT SR COUNSEL, ECHCR & VISITING FELLOW	40 00					X		260,927	0	44,045
GROVER WHITEHURST SR FELLOW & BROWN CENTER DIRECTOR	40 00					X		251,768	0	29,432

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 THE BROOKINGS INSTITUTION	Employer identification number 53-0196577
---	--

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

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

- 1

☐

A church, convention of churches, or association of churches 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 33¹/₃% 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 33¹/₃% 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?

(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?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)
- | | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|--|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

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.")	59,262,508	53,280,355	86,934,790	114,836,670	80,276,594	394,590,917
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	59,262,508	53,280,355	86,934,790	114,836,670	80,276,594	394,590,917
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)						20,174,364
6 Public support. Subtract line 5 from line 4						374,416,553

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	59,262,508	53,280,355	86,934,790	114,836,670	80,276,594	394,590,917
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,858,457	2,850,935	3,851,328	4,004,951	7,056,159	20,621,830
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)	1,654,182	2,068,014	504,358	2,135,707	2,141,934	8,504,195
11	Total support (Add lines 7 through 10)						423,716,942
12	Gross receipts from related activities, etc (see instructions)					12	5,882,329
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))		1488 360 %
15	Public support percentage for 2011 Schedule A, Part II, line 14		1586 000 %
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		<input checked="" type="checkbox"/>
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		<input type="checkbox"/>
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		<input type="checkbox"/>
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		<input type="checkbox"/>
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		<input type="checkbox"/>

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

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE BROOKINGS INSTITUTION

Employer identification number
53-0196577

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or 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

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the 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

▶ \$ _____ 203,875

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (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
1c	
1d	
1e	
1f	
- 2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part 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 | b (c)Two years back | (d)Three years back | (e)Four years back | |
|----|--|---------------|---------------------|---------------------|--------------------|-------------|
| 1a | Beginning of year balance | 381,988,094 | 356,490,353 | 302,934,775 | 288,396,480 | 340,057,006 |
| b | Contributions | 3,773,990 | 39,783,421 | 15,192,166 | 2,080,556 | -675,893 |
| c | Net investment earnings, gains, and losses | 32,490,567 | -583,565 | 51,676,961 | 25,421,400 | -37,008,915 |
| d | Grants or scholarships | | | | | |
| e | Other expenditures for facilities and programs | 12,995,750 | 12,787,612 | 12,419,859 | 12,265,125 | 13,234,625 |
| f | Administrative expenses | 787,899 | 914,503 | 893,690 | 698,536 | 741,093 |
| g | End of year balance | 404,469,002 | 381,988,094 | 356,490,353 | 302,934,775 | 288,396,480 |
- 2

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

a

Board designated or quasi-endowment

46 090 %

b

Permanent endowment

18 690 %

c

Temporarily restricted endowment

35 220 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

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

(i) unrelated organizations

3a(i)

☐ Yes

☐ No

(ii) related organizations

3a(ii)

☐ Yes

☐ No

b

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

3b

☐ Yes

☐ No

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 | | 4,155,620 | | 4,155,620 |
| b Buildings | | 50,808,835 | 20,849,508 | 29,959,327 |
| c Leasehold improvements | | | | |
| d Equipment | | 15,509,570 | 8,183,276 | 7,326,294 |
| e Other | | 6,708,193 | 5,055,017 | 1,653,176 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 43,094,417 |
- Schedule D (Form 990) 2012

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	116,269,821
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	18,914,754		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	-16,799		
e	Add lines 2a through 2d			2e	18,897,955
3	Subtract line 2e from line 1			3	97,371,866
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	3,593,401		
b	Other (Describe in Part XIII)	4b	-362,274		
c	Add lines 4a and 4b				
				4c	3,231,127
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)			5	100,602,993
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return					
1	Total expenses and losses per audited financial statements			1	93,514,438
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	381,510		
e	Add lines 2a through 2d			2e	381,510
3	Subtract line 2e from line 1			3	93,132,928
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	3,593,401		
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b				
				4c	3,593,401
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)			5	96,726,329
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
	PART III, LINE 4	BROOKINGS PHOTOGRAPHY COLLECTION WAS DONATED TO ENHANCE THE FACILITIES WHERE BROOKINGS SCHOLARS MEET WITH OTHER KEY PEOPLE IN THE PUBLIC POLICY WORLD. THIS CONTRIBUTES TO AN ATMOSPHERE THAT PROMOTES CONVERSATION AND INTERACTION.
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	BROOKINGS CAREFULLY BALANCES ITS FUNDING TO RESPOND TO CURRENT POLICY ISSUES AS WELL AS UNDERTAKE LONG-TERM RESEARCH PROJECTS. AS NEW CHALLENGES EMERGE, THE ENDOWMENT IS USED TO MAKE NEW RESEARCH PROJECTS POSSIBLE, SUPPORTING CORE ADMINISTRATIVE COSTS, AS WELL AS, SCHOLAR-DRIVEN RESEARCH.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	BROOKINGS IS EXEMPT FROM FEDERAL INCOME TAXES ON ITS EXEMPT ACTIVITIES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE CODE) AND HAS BEEN DESIGNATED BY THE INTERNAL REVENUE SERVICE AS A "PUBLICLY SUPPORTED" ORGANIZATION UNDER SECTION 509(A)(1) OF THE CODE. BROOKINGS ENGAGES IN CERTAIN ACTIVITIES THAT PRODUCE UNRELATED BUSINESS INCOME, AS DEFINED BY FEDERAL INCOME TAX REGULATIONS. WHEN TAX RETURNS ARE FILED, IT IS HIGHLY CERTAIN THAT SOME POSITIONS TAKEN WOULD BE SUSTAINED UPON EXAMINATION BY THE TAXING AUTHORITIES, WHILE OTHERS ARE SUBJECT TO UNCERTAINTY ABOUT THE MERITS OF THE POSITION TAKEN OR THE AMOUNT OF THE POSITION THAT WOULD BE ULTIMATELY SUSTAINED. THE BENEFIT OF A TAX POSITION IS RECOGNIZED IN THE FINANCIAL STATEMENTS IN THE PERIOD DURING WHICH, BASED ON ALL AVAILABLE EVIDENCE, MANAGEMENT BELIEVES IT IS MORE LIKELY THAN NOT THAT THE POSITION WILL BE SUSTAINED UPON EXAMINATION, INCLUDING THE RESOLUTION OF APPEALS OR LITIGATION PROCESSES, IF ANY TAX POSITIONS TAKEN ARE NOT OFFSET OR AGGREGATED WITH OTHER POSITIONS. TAX POSITIONS THAT MEET THE MORE-LIKELY-THAN-NOT RECOGNITION THRESHOLD ARE MEASURED AS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS MORE THAN 50% LIKELY OF BEING REALIZED UPON SETTLEMENT WITH THE APPLICABLE TAXING AUTHORITY. THE PORTION OF THE BENEFITS ASSOCIATED WITH TAX POSITIONS TAKEN THAT EXCEEDS THE AMOUNT MEASURED AS DESCRIBED ABOVE IS REFLECTED AS A LIABILITY FOR UNRECOGNIZED TAX BENEFITS IN THE ACCOMPANYING BALANCE SHEET, ALONG WITH ANY ASSOCIATED INTEREST AND PENALTIES THAT WOULD BE PAYABLE TO THE TAXING AUTHORITIES UPON EXAMINATION. BROOKINGS FILES INCOME TAX RETURNS IN THE U.S. FEDERAL JURISDICTION AS OF JUNE 30, 2013, AND FOR THE YEAR THEN ENDED, THERE WERE NO MATERIAL UNRECOGNIZED/DERECOGNIZED TAX BENEFITS OR TAX PENALTIES OR INTEREST. GENERALLY, BROOKINGS IS NO LONGER SUBJECT TO U.S. FEDERAL INCOME TAX EXAMINATIONS BY TAX AUTHORITIES FOR YEARS BEFORE 2010.
PART XI, LINE 2D - OTHER ADJUSTMENTS		GAIN/(LOSS) ON FOREIGN CURRENCY EXCHANGE -16,799
PART XI, LINE 4B - OTHER ADJUSTMENTS		COST OF GOODS SOLD REPORTED ON LINE 10B -362,274
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD REPORTED ON LINE 10B 362,274 AFFILIATE EXPENSES INCLUDED ON THE CONSOLIDATED FINANCIAL STATEMENT 19,236

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
THE BROOKINGS INSTITUTION

Employer identification number
53-0196577

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
EAST ASIA AND THE PACIFIC	1	4	PROGRAM SERVICES, MAINTAINING OFFICES	PUBLIC POLICY RESEARCH	492,232
MIDDLE EAST AND NORTH AFRICA	1	11	PROGRAM SERVICES, FUNDRAISING ACTIVITIES, MAINTAINING OFFICES	PUBLIC POLICY RESEARCH	3,536,260
SOUTH ASIA	1	6	PROGRAM SERVICES, MAINTAINING OFFICES	PUBLIC POLICY RESEARCH	129,403
SOUTH ASIA	0	0	GRANT TO RECIPIENTS LOCATED IN REGION		35,000
MIDDLE EAST AND NORTH AFRICA	0	0	GRANT TO RECIPIENTS LOCATED IN REGION		45,103
3a Sub-total	3	21			4,237,998
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	3	21			4,237,998

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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			SOUTH ASIA	RESEARCH	35,000	WIRE TRANSFER			

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 ▶

1

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)
PROGRAM SERVICES	MIDDLE EAST AND NORTH AFRICA	6	45,103	WIRE TRANSFER			

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☒ Yes ☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes ☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☒ Yes ☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, 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

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

Schedule F (Form 990) 2012

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
THE BROOKINGS INSTITUTION

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

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

OMB No 1545-0047

2012

Open to Public
Inspection

Employer identification number
53-0196577

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. 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

2

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

▶

3

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

▶

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
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
(1) FELLOWSHIP STIPENDS	16	487,663			

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 BROOKINGS DOES NOT ISSUE GRANTS TO OTHER ORGANIZATIONS BROOKINGS DOES ISSUE FELLOWSHIP STIPENDS TO INDIVIDUALS THESE DISBURSEMENTS ARE MONITORED AS THE INDIVIDUALS ARE GENERALLY RESIDENTS AT BROOKINGS AND THEIR WORK IS SUPERVISED BY THEIR BROOKINGS ADVISOR

Schedule J
(Form 990)

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
THE BROOKINGS INSTITUTION

Employer identification number
53-0196577

Part I

Questions Regarding Compensation

	Yes	No
<div>1a</div> <div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</div> <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
<div>b</div> <div>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.</div>	1b	
<div>2</div> <div>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?</div>	2	
<div>3</div> <div>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.</div> <div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
<div>4</div> <div>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:</div> <div><div>a Receive a severance payment or change-of-control payment?</div><div>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div><div>c Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</div>	4a	No
	4b	No
	4c	No
<div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div>		
<div>5</div> <div>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:</div> <div><div>a The organization?</div><div>b Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III.</div>	5a	No
	5b	No
<div>6</div> <div>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:</div> <div><div>a The organization?</div><div>b Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III.</div>	6a	No
	6b	No
<div>7</div> <div>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.</div>	7	Yes
<div>8</div> <div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.</div>	8	No
<div>9</div> <div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div>	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 7	BONUSES ARE DISCRETIONARY AND ARE BASED ON INSTITUTIONAL AFFORDABILITY, AS DETERMINED ANNUALLY BY THE PRESIDENT

Software ID:
Software Version:
EIN: 53-0196577
Name: THE BROOKINGS INSTITUTION

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
N STROBE TALBOTT	(i) (ii)	445,216 0	0 0	6,335 0	47,500 0	8,091 0	507,142 0	0 0
STEWART URETSKY	(i) (ii)	257,764 0	10,000 0	47,878 0	8,710 0	22,511 0	346,863 0	0 0
STEVE BENNETT	(i) (ii)	259,774 0	15,000 0	235 0	31,173 0	526 0	306,708 0	0 0
CATHERINE PIEZ	(i) (ii)	265,300 0	4,000 0	1,282 0	30,000 0	9,648 0	310,230 0	0 0
ALEXIS BATAILLON	(i) (ii)	195,677 0	0 0	135 0	24,500 0	20,013 0	240,325 0	0 0
DAVID PORTER	(i) (ii)	159,904 0	22,295 0	360 0	0 0	22,997 0	205,556 0	0 0
WILLIAM ANTHOLIS	(i) (ii)	270,138 0	0 0	225 0	31,633 0	16,771 0	318,767 0	0 0
KAREN DYNAN	(i) (ii)	275,560 0	55,000 0	815 0	32,037 0	3,313 0	366,725 0	0 0
MARTIN INDYK	(i) (ii)	307,504 0	20,000 0	1,031 0	35,824 0	9,155 0	373,514 0	0 0
TED GAYER	(i) (ii)	268,462 0	53,485 0	1,311 0	30,000 0	3,313 0	356,571 0	0 0
BRUCE KATZ	(i) (ii)	299,028 0	20,000 0	360 0	35,824 0	24,371 0	379,583 0	0 0
KEMAL DERVIS	(i) (ii)	270,125 0	15,000 0	1,031 0	31,346 0	3,313 0	320,815 0	0 0
WILLIAM G GALE	(i) (ii)	299,145 0	60,389 0	5,739 0	30,000 0	14,509 0	409,782 0	0 0
MARK B MCCLELLAN	(i) (ii)	250,949 0	91,050 0	235 0	30,000 0	16,003 0	388,237 0	0 0
DARRELL M WEST	(i) (ii)	255,496 0	15,000 0	672 0	31,173 0	13,993 0	316,334 0	0 0
LAWRENCE S KOCOT	(i) (ii)	209,499 0	51,018 0	410 0	25,987 0	18,584 0	305,498 0	0 0
GROVER WHITEHURST	(i) (ii)	244,783 0	5,000 0	1,985 0	29,432 0	1,153 0	282,353 0	0 0

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE BROOKINGS INSTITUTION

Employer identification number
53-0196577

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A DISTRICT OF COLUMBIA	53-6001131	2548394Z3	02-12-2009	39,290,000	RENOVATION OF EXISTING FACILITIES, ACQUIRE NEW FACILITY AND RELATED COSTS		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds legally defeased								
3	Total proceeds of issue	38,974,198							
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds	863,272							
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds	38,110,926							
10	Capital expenditures from proceeds								
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion	2011							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X						
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c	Are there any research agreements that may result in private business use of bond-financed property?	X							
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	X							
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 00000%							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 00000%							
6	Total of lines 4 and 5	0 00000%							
7	Does the bond issue meet the private security or payment test?		X						
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X						

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?	X							
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?								
b	Exception to rebate?								
c	No rebate due?								
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X						
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?		X						

Part V

Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI

Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

Identifier	Return Reference	Explanation
------------	------------------	-------------

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE BROOKINGS INSTITUTION

Employer identification number
53-0196577

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	13	2,423,772	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>SOFTWARE/HARDWARE</u>)	X	1	929,176	COST OF THE SOFTWARE
26 Other ► (<u> </u>)				
27 Other ► (<u> </u>)				
28 Other ► (<u> </u>)				

29

Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

30a

During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

30a

Yes

No

b

If "Yes," describe the arrangement in Part II

31

Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31

Yes

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

32a

No

b

If "Yes," describe in Part II

33

If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

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

Cat No 51227J

Schedule M (Form 990) (2012)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
------------	------------------	-------------

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization THE BROOKINGS INSTITUTION	Employer identification number 53-0196577
---	---

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES HAS APPOINTED THE AUDIT COMMITTEE OF THE BOARD AS THE RESPONSIBLE BOARD PARTY FOR REVIEWING THE FORM 990 AND 990T EACH YEAR STARTING WITH THE FISCAL YEAR ENDED JUNE 30, 2009 ONCE THE FORM HAS BEEN COMPLETED IT IS REVIEWED INTERNALLY BY THE PRESIDENT, THE CHIEF FINANCIAL OFFICER, THE CONTROLLER, THE GENERAL COUNSEL, AND OTHER MEMBERS OF THE SENIOR STAFF, ALONG WITH THE AUDIT COMMITTEE ONCE THOSE REVIEWS ARE COMPLETED AND THE DOCUMENT HAS BEEN APPROVED, IT IS SENT TO ALL VOTING MEMBERS OF THE BOARD OF TRUSTEES BEFORE IT IS FILED WITH THE INTERNAL REVENUE SERVICE

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	<p>EACH YEAR, ALL BROOKINGS PERSONNEL AND CERTAIN AFFILIATES ARE REQUIRED TO COMPLETE A DISCLOSURE AND ACKNOWLEDGMENT FORM RELATED TO THE INSTITUTION'S CONFLICT OF INTEREST POLICY SPECIFICALLY, ALL EMPLOYEES ARE REQUIRED TO ACKNOWLEDGE THAT THEY HAVE READ, UNDERSTOOD, AND ARE COMMITTED TO ABIDING BY THE INSTITUTION'S CONFLICT OF INTEREST POLICY AS WELL AS CERTAIN OTHER INSTITUTIONAL POLICIES HOWEVER, SCHOLARS, OFFICERS, AND FINANCIAL AND ADMINISTRATIVE PERSONNEL ARE ADDITIONALLY ASKED TO MAKE CERTAIN DISCLOSURES ABOUT THEIR ACTIVITIES OUTSIDE OF WORK AND FINANCES TO HELP IDENTIFY POSSIBLE CONFLICTS OF INTEREST ALL FORMS ARE SUBMITTED TO THE OFFICE OF THE GENERAL COUNSEL, WHICH REVIEWS THEM AND HAS DISCRETION TO MAKE RECOMMENDATIONS OR RAISE CONCERNS WITH AFFECTED INDIVIDUALS AS APPROPRIATE THE TRUSTEE CONFLICT OF INTEREST POLICY IS ENFORCED SIMILARLY EACH YEAR THE ASSISTANT SECRETARY DISTRIBUTES THE TRUSTEE CONFLICT OF INTEREST POLICY AND ANNUAL ACKNOWLEDGMENT FORM TO THE INSTITUTION'S TRUSTEES THE ASSISTANT SECRETARY THEN ENSURES THAT EACH TRUSTEE RETURNS HIS OR HER ACKNOWLEDGMENT AND REVIEWS THE FORMS FOR ANY RELEVANT CONFLICTS OF INTEREST IN ADDITION, ON MARCH 5, 2012, THE BOARD ADOPTED A TRUSTEE CODE OF CONDUCT MINOR ISSUES INVOLVING POTENTIAL OR APPARENT CONFLICTS OF INTEREST AND QUESTIONS ABOUT THE SAME ARE RESOLVED BY THE GENERAL COUNSEL IN CONSULTATION WITH OTHER MEMBERS OF SENIOR MANAGEMENT AS APPROPRIATE MAJOR CONFLICT OF INTEREST ISSUES AND CONFLICT OF INTEREST ISSUES INVOLVING TRUSTEES HAVE BEEN REFERRED TO THE COMMITTEE ON PUBLIC RESPONSIBILITY AND ETHICS AND, DEPENDING ON THE CIRCUMSTANCES, THE AUDIT COMMITTEE THE GENERAL COUNSEL REGULARLY CONFERS WITH THE CHAIR OF THE COMMITTEE ON PUBLIC RESPONSIBILITY AND ETHICS REGARDING THE INSTITUTION'S CONFLICT OF INTEREST POLICY AND ANY CONFLICT OF INTEREST ISSUES THE COMMITTEE ON PUBLIC RESPONSIBILITY AND ETHICS WILL BE MERGING WITH THE AUDIT COMMITTEE IN 2014 AFTER THE MERGER, CONFLICTS WILL GO TO THE AUDIT COMMITTEE</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE INSTITUTION'S BYLAWS PROVIDE FOR A COMPENSATION COMMITTEE CONSISTING OF THE CHAIR OF THE BOARD OF TRUSTEES AND FOUR (4) "AT-LARGE" ELECTED TRUSTEES APPOINTED BY THE CHAIR OF THE BOARD AND DETERMINED BY THE CHAIR TO BE FREE OF ANY CONTRACTUAL OR OTHER RELATIONSHIPS THAT WOULD PUT INTO QUESTION THE EXERCISE OF HIS OR HER INDEPENDENT JUDGMENT. THE COMPENSATION COMMITTEE HAS THE AUTHORITY TO SET THE SALARY OF THE PRESIDENT AND SUCH OTHER OFFICERS, DIRECTORS, MANAGERS, OR EMPLOYEES AS THE EXECUTIVE COMMITTEE OR AUDIT COMMITTEE RECOMMENDS BE SET BY THE COMPENSATION COMMITTEE. IN SETTING SUCH SALARIES, THE COMPENSATION COMMITTEE ASKS THE DIRECTOR OF HR TO GATHER RELEVANT SALARY COMPARABILITY DATA AND RECORD COMMITTEE MINUTES WHICH CLEARLY DOCUMENT THE COMMITTEE'S DECISIONS AND THE RATIONALE UNDERLYING SUCH DECISIONS.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	BROOKINGS MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FORM 990 AVAILABLE UPON REQUEST INQUIRIES COME TO THE ORGANIZATION'S ATTENTION VIA E-MAIL, PHONE, AND MAIL WHENEVER POSSIBLE, BROOKINGS REPLIES BY PROVIDING AN ELECTRONIC COPY OR BY DIRECTING REQUESTORS TO GUIDESTAR.ORG

Identifier	Return Reference	Explanation
OTHER FEES	FORM 990, PART IX, LINE 11G	CONTACTS/PROFESSIONAL SERVICES PROGRAM SERVICE EXPENSES 7,371,047 MANAGEMENT AND GENERAL EXPENSES 2,048,769 FUNDRAISING EXPENSES 10,000 TOTAL EXPENSES 9,429,816 QUALIFIED SUBCONTACTS PROGRAM SERVICE EXPENSES 2,019,552 MANAGEMENT AND GENERAL EXPENSES 14,087 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 2,033,639 TEMPORARY HELP PROGRAM SERVICE EXPENSES 516,696 MANAGEMENT AND GENERAL EXPENSES 273,944 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 790,640

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	GAIN/(LOSS) ON FOREIGN CURRENCY EXCHANGE -16,799 EFFECT OF ADOPTION PROVISIONS SFAS NO 158 157,000

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
THE BROOKINGS INSTITUTION

Employer identification number

53-0196577

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) BROOKINGS CENTER- DOHA PO BOX 22694 DOHA QA	ANALYSIS AND RESEARCH	QA			THE BROOKINGS INSTITUTION	Yes	

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) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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	No
(1) INDIAN PRIVATE LIMITED 1568 CHURCH ROAD KASHMERE GATE NEW DELHI 110006 IN	ANALYSIS AND RESEARCH	IN	THE BROOKINGS INSTITUTION	C		6,254	100 000 %		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

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

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

No

1o

No

1p

No

1q

No

1r

No

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

Schedule R (Form 990) 2012

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.

[illegible]

Software ID:
Software Version:
EIN: 53-0196577
Name: THE BROOKINGS INSTITUTION

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	
------------	------------------	-------------	--

-->