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Form 990

Return of Organization Exempt From Income Tax

2013

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
- Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable	C Name of organization THE POPULATION COUNCIL INC		D Employer identification number 13-1687001
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address) ONE DAG HAMMARSKJOLD PLAZA	Room/suite Suite 9TH FL	E Telephone number (212) 339-0500
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10017		
<input type="checkbox"/> Application pending			G Gross receipts \$ 106,163,118

F Name and address of principal officer PETER DONALDSON ONE DAG HAMMARSKJOLD PLAZA th FL NEW YORK, NY 10017		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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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	H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
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J Website: ► www.popcouncil.org	H(c) Group exemption number ►
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K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation 1952	M State of legal domicile NY
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Part I Summary

1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a)	3	17
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	294
6 Total number of volunteers (estimate if necessary)	6	49
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	55,236,787	74,820,045
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,218,363	4,557,169
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,615,950	2,324,255
	66,071,100	81,701,469

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year	Current Year
14 Benefits paid to or for members (Part IX, column (A), line 4)	5,349,311	10,245,101
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
16a Professional fundraising fees (Part IX, column (A), line 11e)	42,986,677	43,826,079
b Total fundraising expenses (Part IX, column (D), line 25) ► 546,151	0	0
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	30,033,620	33,278,415
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	78,369,608	87,349,595
19 Revenue less expenses Subtract line 18 from line 12	-12,298,508	-5,648,126

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	130,952,524	139,324,151
22 Net assets or fund balances Subtract line 21 from line 20	31,803,832	29,917,362
	99,148,692	109,406,789

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 PETER J DONALDSON PRESIDENT Type or print name and title	2014-08-13 Date
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Paid Preparer Use Only	Print/Type preparer's name KPMG LLP	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ► KPMG LLP				Firm's EIN ►
	Firm's address ► 345 Park Avenue New York, NY 101540102				Phone no (212) 758-9700

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

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

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 29,567,033 including grants of \$ 2,685,087) (Revenue \$)
REPRODUCTIVE HEALTH (RH) SEE SCHEDULE O	
4b	(Code) (Expenses \$ 24,744,460 including grants of \$ 4,585,191) (Revenue \$)
HIV AND AIDS (HIV) SEE SCHEDULE O	
4c	(Code) (Expenses \$ 17,817,448 including grants of \$ 2,972,123) (Revenue \$)
POVERTY, GENDER & YOUTH (PGY) SEE SCHEDULE O	
(Code) (Expenses \$ 1,636,905 including grants of \$) (Revenue \$)	
PUBLICATIONS - SEE SCH O	
(Code) (Expenses \$ 237,168 including grants of \$) (Revenue \$)	
DISTINGUISHED COLLEAGUES - SEE SCH O	
(Code) (Expenses \$ including grants of \$) (Revenue \$ 89,546)	
OTHER PROGRAM SERVICES - SEE SCH O	
4d Other program services (Describe in Schedule O)	
(Expenses \$ 1,874,073 including grants of \$) (Revenue \$ 89,546)	
4e Total program service expenses ► 74,003,014	

Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A
- 2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II
- 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
- 9 Did the organization report an amount in Part X, line 21 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
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V
- 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
- a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
 - b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
 - c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
 - d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
 - e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
 - f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI
- 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII
- 12b 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
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 14a Did the organization maintain an office, employees, or agents outside of the United States?
- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV
- 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)
- 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II
- 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III
- 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

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

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	24a	No	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	No	
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	No	
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26	No	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	No	
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	No	
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	No	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	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? If "Yes," complete Schedule L, Part IV	29	No	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	No	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	No	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	No	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	No	
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	No	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a	No	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b		
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36	No	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	No	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	Yes	
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			

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	1a	130	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . .			1c Yes
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . .	2a	294	
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 No
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . .			3b
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . .			4a Yes
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .			5a No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . .			5c
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .			6a No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . .			6b
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . .			7a No
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .			7b
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .			7c No
d If "Yes," indicate the number of Forms 8282 filed during the year . . .	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .			7e No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .			7f No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .			7g
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . .			7h
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . .			8
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966? . . .			9a
b Did the organization make a distribution to a donor, donor advisor, or related person? . . .			9b
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders . . .	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? . . .			12a
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . .	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O			13a
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . .	13b		
c Enter the amount of reserves on hand . . .	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year? . . .			14a No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .			14b

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

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	17		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b Enter the number of voting members included in line 1a, above, who are independent	1b	15		
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	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes		
a The governing body?	8b	Yes		
b Each committee with authority to act on behalf of the governing body?	9		No	
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				

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

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

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed DC, NY
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request 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
 RENEE RICHARDSON ONE DAG HAMMARSKJOLD PL
 NEW YORK, NY 10017 (212) 339-0563

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

Check if Schedule O contains a response or note to any line in this Part VI

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. 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.

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

1b Sub-Total			
c Total from continuation sheets to Part VII, Section A . . .			
d Total (add lines 1b and 1c)	3,769,195	0	845,158

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **74**

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	Yes
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Lerner David Littenberg Krumholz Me, 600 South Avenue West WESTFIELD NJ 07090	Legal Services	342,298
KPMG LLP, 345 Park Avenue NEW YORK NY 10154	Audit & Tax Services	198,200
Thinkso Creative LLC, 236 WEST 30TH STREET 10TH FLOOR NEW YORK NY 10001	DESIGN	197,719
Grant Thornton, 666 Third Avenue NEW YORK NY 10017	Internal Audit Svcs	136,117
ICON Development Solutions, 7740 MILESTONE PARKWAY HANOVER MD 21076	Research	139,932

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 **►7**

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a 15,056			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e 43,577,200			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 31,227,789			
	g Noncash contributions included in lines 1a-1f \$		16,270		
	h Total. Add lines 1a-1f		74,820,045		
Program Service Revenue	2a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		0		
	3 Investment income (including dividends, interest, and other similar amounts)		2,609,105		2,609,105
4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties		2,234,709		2,234,709	
6a Gross rents	(I) Real	(II) Personal			
b Less rental expenses					
c Rental income or (loss)	0	0			
d Net rental income or (loss)			0		
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
b Less cost or other basis and sales expenses	26,391,420	18,293			
c Gain or (loss)	24,429,529	32,120			
d Net gain or (loss)	1,961,891	-13,827			
			1,948,064		1,948,064
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		0			
9a Gross income from gaming activities	a				
See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities		0			
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory		0			
Miscellaneous Revenue	Business Code				
11a PUBLICATIONS REVENUE	511190	58,708	58,708		
b MISCELLANEOUS REVENUE	900099	30,838	30,838		
c					
d All other revenue					
e Total. Add lines 11a-11d		89,546			
12 Total revenue. See Instructions		81,701,469	89,546		6,791,878

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 or note to any line 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	2,513,678	2,513,678		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	657,224	657,224		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	7,074,199	7,074,199		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees . . .	2,657,069	1,940,709	658,789	57,571
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0			
7 Other salaries and wages	30,510,820	24,717,736	5,581,672	211,412
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . .	3,172,472	2,476,139	667,660	28,673
9 Other employee benefits . . .	5,956,163	4,648,832	1,253,499	53,832
10 Payroll taxes . . .	1,529,555	1,193,830	321,901	13,824
11 Fees for services (non-employees)				
a Management . . .	0			
b Legal . . .	668,625	556,363	112,262	
c Accounting . . .	441,043	123,101	317,942	
d Lobbying . . .	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees . . .	188,459		188,459	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . .	10,760,116	9,956,771	782,456	20,889
12 Advertising and promotion . . .	48,304	48,304		
13 Office expenses . . .	1,934,274	1,563,287	356,833	14,154
14 Information technology . . .	921,138	497,847	382,091	41,200
15 Royalties . .	0			
16 Occupancy . . .	6,404,710	5,336,900	1,035,809	32,001
17 Travel . . .	4,211,386	3,867,723	317,457	26,206
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . .	0			
19 Conferences, conventions, and meetings . . .	3,296,688	3,115,422	175,547	5,719
20 Interest . . .	0			
21 Payments to affiliates . . .	0			
22 Depreciation, depletion, and amortization . . .	1,039,354	826,134	213,220	
23 Insurance . . .	476,313	315,614	160,699	
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 BIOMEDICAL RESEARCH FEES	1,996,631	1,996,631		
b PRINTING & PUBLICATIONS	639,886	471,156	132,176	36,554
c PROCESSING FEES	139,136	90,696	44,324	4,116
d BAD DEBTS	91,124		91,124	
e All other expenses	21,228	14,718	6,510	
25 Total functional expenses. Add lines 1 through 24e	87,349,595	74,003,014	12,800,430	546,151
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year	(B) End of year		
Assets					
1	Cash—non-interest-bearing	6,234,037	1	7,993,219	
2	Savings and temporary cash investments	126,905	2	127,095	
3	Pledges and grants receivable, net	14,181,107	3	12,144,146	
4	Accounts receivable, net	2,454,305	4	709,963	
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				
		0	5	0	
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				
		0	6	0	
7	Notes and loans receivable, net	0	7	0	
8	Inventories for sale or use	0	8	0	
9	Prepaid expenses and deferred charges	7,386,589	9	7,867,286	
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	22,091,168		
b	Less accumulated depreciation	10b	16,632,678	6,115,146	
				10c	5,458,490
11	Investments—publicly traded securities	55,888,689	11	69,039,327	
12	Investments—other securities See Part IV, line 11	38,565,746	12	35,984,625	
13	Investments—program-related See Part IV, line 11	0	13	0	
14	Intangible assets	0	14	0	
15	Other assets See Part IV, line 11	0	15	0	
16	Total assets. Add lines 1 through 15 (must equal line 34)	130,952,524	16	139,324,151	
Liabilities					
17	Accounts payable and accrued expenses	6,200,620	17	6,394,104	
18	Grants payable	3,598,018	18	3,326,091	
19	Deferred revenue	9,842,653	19	11,418,681	
20	Tax-exempt bond liabilities	0	20	0	
21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0	
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	0	22	0	
23	Secured mortgages and notes payable to unrelated third parties	1,506,000	23	0	
24	Unsecured notes and loans payable to unrelated third parties	0	24	0	
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	10,656,541	25	8,778,486	
26	Total liabilities. Add lines 17 through 25	31,803,832	26	29,917,362	
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	78,162,753	27	90,692,992	
28	Temporarily restricted net assets	15,500,163	28	13,228,021	
29	Permanently restricted net assets	5,485,776	29	5,485,776	
	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	99,148,692	33	109,406,789	
34	Total liabilities and net assets/fund balances	130,952,524	34	139,324,151	

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	81,701,469
2	Total expenses (must equal Part IX, column (A), line 25)	2	87,349,595
3	Revenue less expenses Subtract line 2 from line 1	3	-5,648,126
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	99,148,692
5	Net unrealized gains (losses) on investments	5	13,820,039
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	2,086,184
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	109,406,789

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line 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	2a	No
2b 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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c 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	2c	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?	3a	Yes
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	Yes

Additional Data

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

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

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		
PETER J DONALDSON PRESIDENT	40 0	X		X			481,234	0	50,998
MARK A WALKER CHAIRMAN OF THE BOARD	1 0	X					0	0	0
DARCY BRADBURY TRUSTEE	1 0	X					0	0	0
PETER BRANDT TRUSTEE	1 0	X					0	0	0
HOWARD COX TRUSTEE UNTIL JUNE 2013	1 0	X					0	0	0
WAFAA EL-SADR TRUSTEE	1 0	X					0	0	0
ANNA GLASIER TRUSTEE	1 0	X					17,500	0	0
VICTOR HALBERSTADT TRUSTEE	1 0	X					0	0	0
HENRY L KING TRUSTEE	1 0	X					0	0	0
CHARLES D KLEIN TRUSTEE	1 0	X					0	0	0
ANNA MASTROIANNI TRUSTEE	1 0	X					0	0	0
CHEIKH MBACKE TRUSTEE	1 0	X					0	0	0
LAUREN A MESERVE TRUSTEE	1 0	X					0	0	0
JOTHAM MUSINGUZI TRUSTEE	1 0	X					0	0	0
ANNE R PEBLEY TRUSTEE	1 0	X					0	0	0
TERRY PEIGH TRUSTEE	1 0	X					0	0	0
K SUJATHA RAO TRUSTEE	1 0	X					0	0	0
ELIZABETH EDER ZOBEL DE AYALA TRUSTEE	1 0	X					0	0	0
ANN BLANC VP, Poverty, Gender and Youth	40 0			X			235,746	0	41,798
JOHN BONGAARTS VP & DISTINGUISHED SCHOLAR	40 0			X			281,036	0	50,998
RENEE RICHARDSON CHIEF FINANCIAL OFFICER	40 0			X			176,573	0	45,924
NAOMI RUTENBERG VP, HIV AND AIDS PROGRAM	40 0			X			263,836	0	60,722
JAMES E SAILER VP, CORPORATE AFFAIRS DIVISION	40 0			X			276,947	0	33,543
JOHN W TOWNSEND VP, REPRODUCTIVE HEALTH PROGRA	40 0			X			276,196	0	60,722
PATRICIA C VAUGHAN GENERAL COUNSEL & SECRETARY	40 0			X			242,536	0	41,798

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

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				
MARIA DEL MAR AGUILAR DIRECTOR INTERNATIONAL SUPPORT	40 0			X		171,456	0	47,948	
IAN ASKEW DIRECTOR, REPRODUCTIVE HEALTH	45 0				X	261,620	0	162,526	
ANDREA ESCHEN DIRECTOR, DEVELOPMENT	40 0				X	187,707	0	58,836	
GEORGE CREASY MEDICAL DIRECTOR, NDA CBR	40 0				X	274,769	0	37,313	
ANNABEL ERULKAR COUNTRY DIRECTOR ETHIOPIA	45 0				X	216,541	0	42,743	
VICTOR PAULUS GLOBAL HEAD REG AFFAIRS & QA	40 0				X	205,975	0	58,291	
ANRUDH K JAIN DISTINGUISHED SCHOLAR	40 0				X	199,523	0	50,998	

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support**

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

2013**Open to Public
Inspection**Department of the
Treasury
Internal Revenue Service

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

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**Name of the organization**
THE POPULATION COUNCIL INC**Employer identification number**

13-1687001

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

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

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

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	76,788,655	42,845,550	59,340,421	55,236,787	74,820,045	309,031,458
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	76,788,655	42,845,550	59,340,421	55,236,787	74,820,045	309,031,458
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						6,700,802
6 Public support. Subtract line 5 from line 4						302,330,656

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	76,788,655	42,845,550	59,340,421	55,236,787	74,820,045	309,031,458
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	7,626,347	12,428,790	9,738,617	9,354,131	4,843,814	43,991,699
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	61,446	45,353	91,014	66,421	89,546	353,780
11 Total support (Add lines 7 through 10)						353,376,937
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						►

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	85 555 %
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	83 895 %
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►✓
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		►

Part III Support Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15
16 Public support percentage from 2012 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2013. 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—2012. 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. 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**

Return Reference

Explanation

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2013****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

- Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.
- See separate instructions. ► Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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

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

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

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

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

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

Name of the organization
THE POPULATION COUNCIL INC

Employer identification number

13-1687001

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ► \$ _____
- 3 Volunteer hours _____

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

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

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

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

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

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

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		200	0
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)		200	0
d Other exempt purpose expenditures		87,349,595	
e Total exempt purpose expenditures (add lines 1c and 1d)		87,349,795	0
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000	0
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000	0
h Subtract line 1g from line 1a If zero or less, enter -0-			0
i Subtract line 1f from line 1c If zero or less, enter -0-			0
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount		1,000,000	1,000,000	1,000,000	3,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					4,500,000
c Total lobbying expenditures		1,164	0	200	1,364
d Grassroots nontaxable amount		250,000	250,000	250,000	750,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,125,000
f Grassroots lobbying expenditures		1,164	0	0	1,164

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

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

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

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

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

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

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-B, line 2, and Part II-B, line 1. Also, complete this part for any additional information

Return Reference	Explanation

Part IV Supplemental Information (continued)

Schedule D (Form 990) 2013

2013

Open to Public
Inspection**SCHEDULE D**
(Form 990)**Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b► Attach to Form 990. ► See separate instructions. ► Information about Schedule D (Form 990)
and its instructions is at www.irs.gov/form990.Department of the Treasury
Internal Revenue Service**Name of the organization**
THE POPULATION COUNCIL INC**Employer identification number**

13-1687001

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

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

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

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply)
- Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year
- | | Held at the End of the Year |
|----|-----------------------------|
| 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 ► \$ _____

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 <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other |
| c <input type="checkbox"/> Preservation for future generations | |

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	88,064,052	83,561,374	89,043,626	68,120,312	56,774,508
b Contributions	4,000	3,800	3,600	14,672,683	931,837
c Net investment earnings, gains, and losses	18,180,927	10,797,232	-3,190,863	8,685,091	14,747,848
d Grants or scholarships					40,413
e Other expenditures for facilities and programs	4,602,625	6,168,948	2,173,097	2,328,800	4,171,308
f Administrative expenses	116,076	129,406	121,892	105,660	122,160
g End of year balance	101,530,278	88,064,052	83,561,374	89,043,626	68,120,312

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

a Board designated or quasi-endowment ► 84 000 %

b Permanent endowment ► 5 400 %

c Temporarily restricted endowment ► 10 600 %

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

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

	Yes	No
3a(i)		
3a(ii)		

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

3b

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings					
c Leasehold improvements		16,877,449	12,582,660	4,294,789	
d Equipment		4,444,344	3,435,616	1,008,728	
e Other		769,375	614,402	154,973	
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					5,458,490

Part VI Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) FIXED INCOME	14,141,750	F
(B) LIMITED PARTNERSHIPS	21,842,875	F
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	35,984,625	

Part VII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1	(a) Description of liability	(b) Book value
	Federal income taxes	0
	DEFERRED RENT CREDIT	542,599
	ACCRUED LEASE OBLIGATION	252,604
	POSTRETIREMENT MEDICAL BENEFIT	7,983,283
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)		8,778,486

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	97,419,233
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	13,820,039
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	2,086,184
e	Add lines 2a through 2d	2e	15,906,223
3	Subtract line 2e from line 1	3	81,513,010
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	188,459
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	188,459
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	81,701,469

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	87,161,136
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	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	87,161,136
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	188,459
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	188,459
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	87,349,595

Part XIII Supplemental Information

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

Return Reference	Explanation
INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS	THE JOHN D ROCKEFELLER 3RD MEMORIAL FUND MAY BE USED BY THE BOARD OF TRUSTEES AT THEIR DISCRETION TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL. THE SURDNA FUND SUPPORTS BIOMEDICAL RESEARCH ACTIVITIES. THE SANDRA FERRY FUND SUPPORTS ACTIVITIES ADDRESSING THE ROLE OF WOMEN IN THE WORLD. THE DEWITT WALLACE FELLOWSHIP ENDOWMENT PROVIDES A PERMANENT, RELIABLE FINANCIAL BASIS FROM WHICH TO SUPPORT ADVANCED RESEARCH AND TRAINING OF SOCIAL AND BIOMEDICAL SCIENTISTS IN THE POPULATION FIELD. THE NEW CAPITAL CAMPAIGN GENERAL FUND MAY BE USED BY THE BOARD OF TRUSTEES, AT ITS DISCRETION, TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL. THE CBR ENDOWMENT IS INTENDED TO SUPPORT RENOVATIONS, EXPANSION AND OPERATIONS OF THE CENTER FOR BIOMEDICAL RESEARCH (CBR) LAB FACILITIES. THE DR CHRISTOPHER TIETZE FELLOWSHIP FUND SUPPORTS FELLOWSHIPS IN REPRODUCTIVE EPIDEMIOLOGY. THE EXCESS ROYALTY FUND WAS ESTABLISHED BY THE POPULATION COUNCIL'S BOARD OF TRUSTEES AND MAY BE USED BY THE BOARD OF TRUSTEES, AT ITS DISCRETION, TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL. THE GEORGE J HECHT FUND MAY BE USED TO SUPPORT DEVELOPING CONTRACEPTIVE DEVICES, DEVELOPING OTHER CONTRACEPTIVE OR BIRTH CONTROL MEASURES, PROVIDING SUCH DEVICES OR MEASURES, INSTRUCTION IN THE USE OF SUCH DEVICES OR MEASURES, AND/OR FAMILY PLANNING TO REDUCE THE FERTILITY OF SUCH OVERPOPULATED COUNTRIES AS THE COUNCIL SHALL DETERMINE. THE POLICY RESEARCH ENDOWMENT FUND SUPPORTS THE PROGRAM ACTIVITIES OF THE POVERTY, GENDER AND YOUTH PROGRAM (FORMALLY KNOWN AS THE POLICY RESEARCH DIVISION).
RECONCILIATION OF REVENUE	GAIN ON LEASE OBLIGATION AND OTHER, NET 189,546 PENSION AND OTHER POSTRETIREMENT CHARGES OTHER THAN NET PERIODIC BENEFIT COST 1,896,638 ----- - 2,086,184 =====

Part XIII Supplemental Information (continued)

Return Reference	Explanation

2013

Open to Public
InspectionSCHEDULE F
(Form 990)

Statement of Activities Outside the United States

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

► Attach to Form 990. ► See separate instructions.

► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.Department of the Treasury
Internal Revenue Service

Name of the organization

THE POPULATION COUNCIL INC

Employer identification number

13-1687001

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

- 1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
See Add'l Data					
3a Sub-total	15	370			48,070,668
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	15	370			48,070,668

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.

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 . . . ►

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.

Part IV Foreign Forms

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

Part V Supplemental Information

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).

Return Reference	Explanation
MONITORING THE USE OF GRANT FUNDS OUTSIDE THE UNITED STATES	<p>AWARDS AND CONTRACTS ARE AN IMPORTANT MEANS THROUGH WHICH THE COUNCIL CONDUCTS RESEARCH, TRANSFERS TECHNOLOGY AND STRENGTHENS INSTITUTIONAL POLICY WITHIN THE POPULATION FIELD POTENTIAL SUB RECIPIENTS SUBMIT PROPOSALS TO THE COUNCIL WHICH ARE REVIEWED BY PROGRAMMATIC STAFF TO DETERMINE WHETHER THE TYPE OF STUDY THE INSTITUTION OR INDIVIDUAL IS CONDUCTING FURTHERS THE ACTIVITIES OF THE COUNCIL AND COMPLIES WITH THE PROVISIONS OF GRANTS MADE TO THE COUNCIL IN ACCORDANCE WITH COUNCIL PROCEDURES, GRANTING OF AN AWARD REQUIRES APPROVAL BY COUNCIL PROGRAMMATIC, FINANCIAL, AND ADMINISTRATIVE STAFF TO ENSURE THE RECIPIENT IS QUALIFIED IF THE AWARD IS FUNDED UNDER A GRANT TO THE COUNCIL, DONOR APPROVAL MAY ALSO BE REQUIRED ONCE APPROVAL IS GRANTED, THE RECIPIENT AND THE TREASURER OF THE COUNCIL SIGN AN AGREEMENT, WHICH SPECIFIES PROGRAMMATIC REPORTING REQUIREMENTS AND A DISBURSEMENT SCHEDULE PROGRAMMATIC STAFF PERIODICALLY MAKE SITE VISITS AND REVIEW PROJECT SUBSTANTIVE REPORTS FINANCIAL STAFF REVIEW PERIODIC FINANCIAL REPORTS AND COORDINATE WITH PROJECT STAFF BEFORE FURTHER PAYMENTS ARE DISBURSED</p>
SCHEDULE F, PARTS II & III	<p>SCHEDULE F, PART II EXCLUDES GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES UNDER \$5,000 THAT IN AGGREGATE TOTAL \$63,440 AND ALSO EXCLUDES RETURNED GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES THAT IN AGGREGATE TOTAL \$43,776</p>

Additional Data

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

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service (s) in region	(f) Total expenditures for region
Central America and the Caribbean			Grantmaking		17,446
Central America and the Caribbean	1	8	Program Services	PGY	780,454
Europe (Including Iceland and Greenland)			Grantmaking		801,447

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
North America			Grantmaking		14,000
North America	1	6	Program Services	RH, PGY, HIV	1,653,783
South Asia			Grantmaking		1,427,931

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service (s) in region	(f) Total expenditures for region
South Asia	3	125	Program Services	RH, PGY, HIV	6,316,562
East Asia and the Pacific			Grantmaking		202,021
East Asia and the Pacific			Program Services	RH	902

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
Middle East and North Africa			Grantmaking		496,727
Middle East and North Africa	1	22	Program Services	RH, PGY, HIV	1,229,731
Sub-Saharan Africa			Grantmaking		4,114,625

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service (s) in region	(f) Total expenditures for region
Sub-Saharan Africa	9	209	Program Services	RH, PGY, HIV	18,616,930
South America			Program Services	RH	79
Central America and the Caribbean			Investments		12,398,030

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		East Asia and the pacific	RH	50,296				
		Europe (Including Iceland and Greenland)	RH	51,839				
		Europe (Including Iceland and Greenland)	HIV	64,542				
		Middle East and North Africa	PGY	112,292				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Middle East and North Africa	PGY	166,463				
		Middle East and North Africa	PGY	70,000				
		North America	RH	14,000				
		South Asia	PGY	188,644				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		South Asia	RH	262,281				
		South Asia	PGY	28,103				
		South Asia	PGY	291,346				
		South Asia	HIV	175,153				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		South Asia	RH	57,215				
		Sub-Saharan Africa	PGY	12,586				
		Sub-Saharan Africa	PGY	7,138				
		Sub-Saharan Africa	HIV	7,322				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	RH	5,208				
		Sub-Saharan Africa	RH	5,094				
		Sub-Saharan Africa	RH	5,171				
		Sub-Saharan Africa	RH	5,559				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	RH	345,395				
		Sub-Saharan Africa	RH	9,126				
		Sub-Saharan Africa	RH	7,803				
		Sub-Saharan Africa	HIV	65,290				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	RH	14,227				
		Sub-Saharan Africa	RH	26,461				
		Sub-Saharan Africa	PGY	150,000				
		Sub-Saharan Africa	RH	152,300				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	PGY	20,150				
		Sub-Saharan Africa	PGY	410,663				
		Central America and the Caribbean	RH	7,350				
		Middle East and North Africa	PGY	15,000				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	PGY	18,784				
		South Asia	HIV	8,260				
		South Asia	PGY	62,394				
		Middle East and North Africa	PGY	110,000				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	HIV	9,647				
		Europe (Including Iceland and Greenland)	PGY	9,635				
		Sub-Saharan Africa	HIV	37,884				
		Sub-Saharan Africa	PGY	9,999				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Europe (Including Iceland and Greenland)	RH	59,228				
		Sub-Saharan Africa	RH	70,800				
		Central America and the Caribbean	PGY	6,058				
		Sub-Saharan Africa	PGY	17,358				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Europe (Including Iceland and Greenland)	RH	18,320				
		Sub-Saharan Africa	PGY	14,000				
		Sub-Saharan Africa	HIV	16,341				
		Sub-Saharan Africa	RH	51,758				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Europe (Including Iceland and Greenland)	PGY	10,000				
		Europe (Including Iceland and Greenland)	HIV	11,200				
		Europe (Including Iceland and Greenland)	PGY	29,859				
		Europe (Including Iceland and Greenland)	RH	89,450				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Europe (Including Iceland and Greenland)	RH	143,161				
		Europe (Including Iceland and Greenland)	RH	287,264				
		Sub-Saharan Africa	RH	21,992				
		Sub-Saharan Africa	HIV	23,534				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	HIV	131,560				
		South Asia	PGY	230,839				
		South Asia	HIV	5,248				
		East Asia and the pacific	RH	74,314				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		East Asia and the pacific	RH	76,595				
		South Asia	PGY	35,834				
		South Asia	RH	26,098				
		Sub-Saharan Africa	PGY	25,700				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	HIV	164,392				
		Sub-Saharan Africa	HIV	146,500				
		Europe (Including Iceland and Greenland)	PGY	26,950				
		Sub-Saharan Africa	PGY	80,155				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	PGY	30,851				
		Sub-Saharan Africa	PGY	10,000				
		Sub-Saharan Africa	PGY	17,608				
		Sub-Saharan Africa	RH	5,688				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	RH	5,628				
		Sub-Saharan Africa	RH	9,032				
		Sub-Saharan Africa	RH	15,785				
		Sub-Saharan Africa	RH	16,226				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	RH	6,609				
		Sub-Saharan Africa	RH	9,377				
		Sub-Saharan Africa	RH	9,339				
		Sub-Saharan Africa	RH	14,542				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	RH	11,110				
		Sub-Saharan Africa	RH	5,927				
		Sub-Saharan Africa	RH	8,176				
		Sub-Saharan Africa	RH	7,548				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	RH	8,653				
		Sub-Saharan Africa	RH	8,582				
		Sub-Saharan Africa	RH	7,417				
		Sub-Saharan Africa	RH	6,475				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	RH	6,435				
		Sub-Saharan Africa	RH	7,240				
		Sub-Saharan Africa	PGY	22,500				
		Sub-Saharan Africa	RH	15,000				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	HIV	19,866				
		Sub-Saharan Africa	HIV	64,263				
		Sub-Saharan Africa	HIV	329,330				
		Sub-Saharan Africa		28,131				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa		10,000				
		Sub-Saharan Africa		186,254				
		South Asia		29,709				
		Sub-Saharan Africa		89,330				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa		10,000				
		Sub-Saharan Africa		56,000				
		Sub-Saharan Africa		93,179				
		Sub-Saharan Africa		31,831				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa		213,304				
		Sub-Saharan Africa	PGY	203,065				
		Sub-Saharan Africa		30,137				
		Sub-Saharan Africa		67,226				

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa		89,434				
		Sub-Saharan Africa		79,073				

**Schedule I
(Form 990)**

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

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

► Attach to Form 990

► **Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.**

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE POPULATION COUNCIL INC

Employer identification number

13-1687001

Part I General Information on Grants and Assistance

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

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

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. 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) REPRODUCTIVE HEALTH RESEARCH	9	196,032		BOOK	
(2) HIV & AIDS RESEARCH	8	285,397		BOOK	
(3) ADOLESCENT RESEARCH	2	137,235		BOOK	
(4) POVERTY & GENDER RESEARCH	2	38,560		BOOK	

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES	AWARDS AND CONTRACTS ARE AN IMPORTANT MEANS THROUGH WHICH THE COUNCIL CONDUCTS RESEARCH, TRANSFERS TECHNOLOGY AND STRENGTHENS INSTITUTIONAL POLICY WITHIN THE POPULATION FIELD. POTENTIAL SUB RECIPIENTS SUBMIT PROPOSALS TO THE COUNCIL WHICH ARE REVIEWED BY PROGRAMMATIC STAFF TO DETERMINE WHETHER THE TYPE OF STUDY THE INSTITUTION OR INDIVIDUAL IS CONDUCTING FURTHERS THE ACTIVITIES OF THE COUNCIL AND COMPLIES WITH THE PROVISIONS OF GRANTS MADE TO THE COUNCIL IN ACCORDANCE WITH COUNCIL PROCEDURES. GRANTING OF AN AWARD REQUIRES APPROVAL BY COUNCIL PROGRAMMATIC, FINANCIAL, AND ADMINISTRATIVE STAFF TO ENSURE THE RECIPIENT IS QUALIFIED. IF THE AWARD IS FUNDED UNDER A GRANT TO THE COUNCIL, DONOR APPROVAL MAY ALSO BE REQUIRED. ONCE APPROVAL IS GRANTED, THE RECIPIENT AND THE TREASURER OF THE COUNCIL SIGN AN AGREEMENT, WHICH SPECIFIES PROGRAMMATIC REPORTING REQUIREMENTS AND A DISBURSEMENT SCHEDULE. PROGRAMMATIC STAFF PERIODICALLY MAKE SITE VISITS AND REVIEW PROJECT SUBSTANTIVE REPORTS. FINANCIAL STAFF REVIEW PERIODIC FINANCIAL REPORTS AND COORDINATE WITH PROJECT STAFF BEFORE FURTHER PAYMENTS ARE DISBURSED.
SCH I, PART II	SCHEDULE I, PART II EXCLUDES RETURNED GRANTS AND OTHER ASSISTANCE TO GOVERNMENTS AND ORGANIZATIONS IN THE UNITED STATES THAT IN AGGREGATE TOTAL \$766

Additional Data

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FAMILY HEALTH INTERNATIONAL 4400 WILSON BLVD SUITE 700 ARLINGTON, VA 22203	23-7413005	501(C)(3)	12,615				
FUTURES GROUP INTERNATIONAL 1000 MAIN ST DURHAM, NC 27701	26-1509671	501(C)(3)	124,297				
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI ONE GUSTAVE LEVY PLACE NEW YORK, NY 10029	13-6171197	501(C)(3)	40,419				
LOS ANGELES BIOMEDICAL RESEARCH INSTITUTE 1124 WEST CARSON ST TORRANCE, CA 90502	95-2138184	501(C)(3)	47,582				
MANAGEMENT SCIENCES FOR HEALTH 200 RIVERS EDGE DRIVE MEDFORD, MA 02155	04-2482188	501(C)(3)	26,411				
POPULATION REFERENCE BUREAU 1875 CT AVE NW WASHINGTON, DC 20009	53-0214030	501(C)(3)	38,785				
PROGRAM FOR APPROPRIATE TECHNOLOGY IN HEALTH 2201 WESTLAKE AVE SEATTLE, WA 98121	91-1157127	501(C)(3)	51,835				
UNIVERSITY OF SOUTHERN CALIFORNIA 200 SOTO ST LOS ANGELES, CA 90089	95-1642394	501(C)(3)	91,695				
UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE SEATTLE, WA 98195	91-6001537	115(1)	41,492				
ELISABETH GLASER PEDIATRIC AIDS FOUNDATION 1140 CT Ave NW WASHINGTON, DC 20036	95-4191698	501(c)(3)	256,767				HIV

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INSTEED 480 S CALIFORNIA AVE PALO ALTO, CA 94306	00-6986089	501(c)(3)	10,000				
UNIVERSITY OF WASHINGTON 4333 Brooklyn Ave NE SEATTLE, WA 981959472	91-6001537	115(1)	150,000				
TULANE NATIONAL PRIMATE RESEARCH CENTER 333 CALIFORNIA ST SAN FRANCISCO, CA 94118	72-0423889	501(c)(3)	299,423				
TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	72-0423889	501(c)(3)	138,774				
TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	72-0423889	501(c)(3)	499,504				
TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	72-0423889	501(c)(3)	216,010				
TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	72-0423889	501(c)(3)	387,746				
UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE SEATTLE, WA 98195	91-6001537	115(1)	77,386				

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

OMB No 1545-0047

2013**Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceFor certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

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

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.Name of the organization
THE POPULATION COUNCIL INC

Employer identification number

13-1687001

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

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

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization**a** Receive a severance payment or change-of-control payment?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of**a** The organization?**b** Any related organization?

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

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

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

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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

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

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

Additional Data

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

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				
PETER J DONALDSON PRESIDENT	(i) 393,400 (ii) 0	0 0	87,834 0	30,000 0	20,998 0	532,232 0	0 0
ANN BLANC VP, Poverty, Gender and Youth	(i) 233,940 (ii) 0	0 0	1,806 0	30,000 0	11,798 0	277,544 0	0 0
JOHN BONGAARTS VP & DISTINGUISHED SCHOLAR	(i) 258,202 (ii) 0	0 0	22,834 0	30,000 0	20,998 0	332,034 0	0 0
RENEE RICHARDSON CHIEF FINANCIAL OFFICER	(i) 176,153 (ii) 0	0 0	420 0	26,304 0	19,620 0	222,497 0	0 0
NAOMI RUTENBERG VP, HIV AND AIDS PROGRAM	(i) 235,370 (ii) 0	10,000 0	18,466 0	30,000 0	30,722 0	324,558 0	0 0
JAMES E SAILER VP, CORPORATE AFFAIRS DIVISION	(i) 256,317 (ii) 0	20,000 0	630 0	30,000 0	3,543 0	310,490 0	0 0
JOHN W TOWNSEND VP, REPRODUCTIVE HEALTH PROGRA	(i) 270,862 (ii) 0	0 0	5,334 0	30,000 0	30,722 0	336,918 0	0 0
PATRICIA C VAUGHAN GENERAL COUNSEL & SECRETARY	(i) 241,570 (ii) 0	0 0	966 0	30,000 0	11,798 0	284,334 0	0 0
IAN ASKEW DIRECTOR, REPRODUCTIVE HEALTH	(i) 231,620 (ii) 0	0 0	30,000 0	0 0	162,526 0	424,146 0	0 0
ANDREA ESCHEN DIRECTOR, DEVELOPMENT	(i) 185,901 (ii) 0	0 0	1,806 0	28,125 0	30,711 0	246,543 0	0 0
GEORGE CREASY MEDICAL DIRECTOR, NDA CBR	(i) 272,963 (ii) 0	0 0	1,806 0	6,591 0	30,722 0	312,082 0	0 0
ANNABEL ERULKAR COUNTRY DIRECTOR ETHIOPIA	(i) 215,911 (ii) 0	0 0	630 0	21,815 0	20,928 0	259,284 0	0 0
VICTOR PAULUS GLOBAL HEAD REG AFFAIRS & QA	(i) 205,975 (ii) 0	0 0	0 0	30,000 0	28,291 0	264,266 0	0 0
MARIA DEL MAR AGUILAR DIRECTOR INTERNATIONAL SUPPORT	(i) 170,490 (ii) 0	0 0	966 0	27,005 0	20,944 0	219,405 0	0 0
ANRUDH K JAIN DISTINGUISHED SCHOLAR	(i) 173,371 (ii) 0	0 0	26,152 0	30,000 0	20,998 0	250,521 0	0 0

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.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

2013**Open to Public
Inspection**Name of the organization
THE POPULATION COUNCIL INC

Employer identification number

13-1687001

Return Reference	Explanation	
	FORM 990, PART I, LINE 1	<p>THE POPULATION COUNCIL CONFRONTS CRITICAL HEALTH AND DEVELOPMENT ISSUES-FROM STOPPING THE SPREAD OF HIV TO IMPROVING REPRODUCTIVE HEALTH AND ENSURING THAT YOUNG PEOPLE LEAD FULL AND PRODUCTIVE LIVES THROUGH BIOMEDICAL, SOCIAL SCIENCE, AND PUBLIC HEALTH RESEARCH IN 50 COUNTRIES, WE WORK WITH OUR PARTNERS TO DELIVER SOLUTIONS THAT LEAD TO MORE EFFECTIVE POLICIES, PROGRAMS, AND TECHNOLOGIES THAT IMPROVE LIVES AROUND THE WORLD ESTABLISHED IN 1952 AND HEADQUARTERED IN NEW YORK, THE COUNCIL IS A NONGOVERNMENTAL, NONPROFIT ORGANIZATION GOVERNED BY AN INTERNATIONAL BOARD OF TRUSTEES POPULATION COUNCIL RESEARCHERS WORK WITHIN THREE PROGRAM AREAS HIV AND AIDS, POVERTY, GENDER, AND YOUTH, AND REPRODUCTIVE HEALTH HIV AND AIDS THE GOAL OF THIS PROGRAM IS TO ARREST THE SPREAD OF HIV IN DEVELOPING COUNTRIES, ESPECIALLY AMONG THE GROWING NUMBER OF WOMEN AND GIRLS AFFECTED, AND TO ENABLE PEOPLE TO MITIGATE THE IMPACT OF THE DISEASE ON THEIR OWN HEALTH AND ON THEIR FAMILIES AND COMMUNITIES COUNCIL STAFF MEMBERS CONDUCT BASIC RESEARCH ON TRANSMISSION OF HIV AND ARE DEVELOPING A MICROBICIDE TO REDUCE WOMEN'S RISK OF HIV INFECTION THE COUNCIL ALSO COLLABORATES WITH PROGRAMS AROUND THE WORLD, ESPECIALLY IN AFRICA, TO IMPROVE HIV PREVENTION, INCLUDING TESTING SERVICES AND PROVIDING CARE AND TREATMENT TO PEOPLE LIVING WITH HIV POVERTY, GENDER, AND YOUTH THE GOAL OF THE PROGRAM IS TO BUILD A COHERENT BODY OF POLICY ORIENTED RESEARCH AND PROGRAMS WHICH CONTRIBUTES MEANINGFULLY TO GLOBAL EFFORTS THAT IMPROVE THE LIVES OF VULNERABLE POPULATIONS, ESPECIALLY DISADVANTAGED GIRLS COUNCIL STAFF WORK TO ADVANCE THE STATE OF KNOWLEDGE ON ISSUES FACING THE MOST VULNERABLE POPULATIONS IN DEVELOPING COUNTRIES THROUGH RIGOROUS POLICY AND PROGRAM ORIENTED POPULATION RESEARCH, PREVENT AND MITIGATE THE MOST URGENT AND DIFFICULT PROBLEMS FACING THESE POPULATIONS THROUGH THE DESIGN AND EVALUATION OF COUNTRY-BASED PROGRAMS, INFORM AND INFLUENCE INSTITUTIONAL AND PUBLIC POLICIES BY PROMOTING KNOWLEDGE GAINED THROUGH THE PROGRAM'S RESEARCH AND PROGRAMS, IMPROVE THE COMPETENCE AND CAPACITY OF THE NEXT GENERATION OF RESEARCHERS TO CONDUCT POLICY AND PROGRAM ORIENTED POPULATION RESEARCH THE COUNCIL'S WORK HAS HAD A DEMONSTRABLE IMPACT IN EGYPT, ETHIOPIA, GUATEMALA, INDIA, KENYA, SOUTH AFRICA, AND ELSEWHERE REPRODUCTIVE HEALTH THE GOAL OF THIS PROGRAM IS TO IMPROVE SEXUAL AND REPRODUCTIVE HEALTH, ESPECIALLY FOR DISADVANTAGED POPULATIONS IN DEVELOPING COUNTRIES STAFF MEMBERS DEVELOP AND INTRODUCE NEW CONTRACEPTIVES AND MEANS TO PREVENT, DETECT, AND TREAT SEXUALLY TRANSMITTED INFECTIONS, HELP FORMULATE EVIDENCE-BASED POLICIES, AND EVALUATE INNOVATIONS IN SERVICE DELIVERY WE COLLABORATE EXTENSIVELY WITH LOCAL AND REGIONAL GOVERNMENTS AND NONGOVERNMENTAL ORGANIZATIONS (NGOS) WORLDWIDE TO EXPAND ACCESS TO HIGH-QUALITY HEALTH SERVICES, INCREASE OPTIONS FOR SAFE, AFFORDABLE, AND REVERSIBLE CONTRACEPTION FOR MEN AND WOMEN, AND SHAPE POLICIES AND PROGRAMS TO IMPROVE HEALTH OUTCOMES THE COUNCIL'S FELLOWSHIP PROGRAMS HAVE HELPED ADVANCE THE CAREERS OF SOCIAL AND BIOMEDICAL SCIENTISTS, PUBLIC HEALTH RESEARCHERS, AND PROGRAM MANAGERS THROUGHOUT THE WORLD THE WORK OF COUNCIL FELLOWS HAS FOSTERED RESEARCH AND INFORMED THE CREATION OF POPULATION, HEALTH, AND DEVELOPMENT POLICIES AND PROGRAMS THE COUNCIL'S WORLD-CLASS CENTER FOR BIOMEDICAL RESEARCH, LOCATED AT ROCKEFELLER UNIVERSITY, CONDUCTS RESEARCH IN CONTRACEPTION AND REPRODUCTIVE HEALTH RESEARCHERS ARE STUDYING THE BIOLOGY OF MALE REPRODUCTION AND DEVELOPING NEW CONTRACEPTIVE TECHNOLOGIES THE COUNCIL HAS RECENTLY COMPLETED CLINICAL TRIALS OF A NEW CONTRACEPTIVE VAGINAL RING TO DATE, MORE THAN 120 MILLION WOMEN WORLDWIDE HAVE USED POPULATION COUNCIL DEVELOPED METHODS OF CONTRACEPTION, WHICH INCLUDE THE COPPER-BEARING INTRAUTERINE DEVICES (IUDS), JADELLE, AND MIRENA THE CENTER ALSO DEVELOPS PRODUCTS TO INHIBIT THE TRANSMISSION OF HIV POPULATION COUNCIL RESEARCHERS ADVOCATE FOR SOLUTIONS TO REAL-WORLD PROBLEMS-SOLUTIONS THAT ARE EVIDENCE-BASED, RIGOROUSLY TESTED, EVALUATED, AND PROVEN EFFECTIVE AFTER WE DEMONSTRATE THE EFFECTIVENESS OF A PROGRAM, WE PROMOTE ITS REPPLICATION AND PROVIDE TECHNICAL ASSISTANCE TO SCALE IT UP, WHILE INFORMING POLICYMAKERS OF THE LESSONS LEARNED THROUGH CAREFUL MONITORING AND EVALUATION USING OUR RESEARCH FINDINGS, OTHER ORGANIZATIONS DELIVER IMPROVED AND MORE COST-EFFECTIVE SERVICES THAT REACH PEOPLE MOST IN NEED THE COUNCIL STAFF CONSISTS OF APPROXIMATELY 587 WOMEN AND MEN FROM 31 COUNTRIES ROUGHLY 60 PERCENT ARE BASED OUTSIDE OF THE UNITED STATES COUNCIL STAFF MEMBERS CONDUCT RESEARCH AND PROGRAMS IN 50 COUNTRIES RESEARCH, TECHNICAL ASSISTANCE, AND CAPACITY BUILDING ARE CARRIED OUT BY THE POPULATION COUNCIL'S U.S. AND FIELD OFFICES AND ITS THREE PROGRAM AREAS HEADQUARTERS AND THE COUNCIL'S CENTER FOR BIOMEDICAL RESEARCH ARE LOCATED IN NEW YORK CITY WE MAINTAIN AN OFFICE IN WASHINGTON, DC, AND AN INTERNATIONAL PRESENCE IN 15 COUNTRIES IN AFRICA, ASIA, LATIN AMERICA</p>

Return Reference	Explanation	
	FORM 990, PART I, LINE 1	ICA, AND THE MIDDLE EAST. THE POPULATION COUNCIL IS GOVERNED BY A BOARD OF TRUSTEES COMPOSED OF 17 MEN AND WOMEN FROM SEVEN COUNTRIES. THIS GROUP INCLUDES LEADERS IN BIOMEDICINE, BUSINESS, ECONOMIC DEVELOPMENT, GOVERNMENT, HEALTH, INTERNATIONAL FINANCE, LAW, THE MEDIA, PHILANTHROPY, AND SOCIAL SCIENCE.

Return Reference	Explanation
TOTAL NUMBER OF EMPLOYEES	THE COUNCIL STAFF CONSISTS OF 587 WOMEN AND MEN FROM 31 COUNTRIES. ONLY 254 OF THE COUNCIL'S 587 EMPLOYEES ARE EITHER BASED IN THE UNITED STATES OR ARE CITIZENS OF THE UNITED STATES. THE OTHER 333 COUNCIL EMPLOYEES ARE NON-U.S. CITIZENS BASED OUTSIDE OF THE UNITED STATES AND ARE THEREFORE NOT ISSUED A W-2.

Return Reference	Explanation	
	A) REPRODUCTIVE HEALTH (RH)	<p>productive health services Developing a Non-ARV-based Microbicide to Prevent HIV More than 35 million people are infected with HIV globally In sub-Saharan Africa-the center of the global epidemic-women account for nearly 60 percent of all people living with HIV Microbicide products that protect women against HIV and other STIs that increase susceptibility to HIV would help address these health risks, promote affordability of services, and make positive contributions to global public health The Council was awarded a five-year, \$20 million cooperative agreement from the US Agency for International Development to develop a non-antiretroviral microbicide Impact A non-ARV microbicide may offer multiple advantages over ARV microbicides by eliminating the need for HIV screening prior to and during use, reducing the emergence of drug-resistant HIV cases that may compromise subsequent treatment with ARVs, and potentially leading to an over-the-counter product, which would increase accessibility for people in high-demand and low-resource settings</p> <p>FORM 990, PART III, LINE 4C c) Poverty, Gender, and Youth Through the Poverty, Gender, and Youth (PGY) program, Population Council staff members seek to understand and address the disparities in opportunity that arise during adolescence, the critical requirements for reaching a successful, productive adulthood in developing countries, the causes and consequences of gender inequality, and the social dimensions of poverty in developing countries, the causes and consequences of gender inequality, the disparities in opportunity that arise during adolescence, and the critical requirements for reaching a successful, productive adulthood in developing countries Program activities also include developing and evaluating innovative programs-especially those related to empowerment, health, education, and livelihoods-to address the needs of the poor, women and young people in particular Program staff continue the Council's long-standing tradition of providing demographic analysis of the links between population and development at the macro and micro levels Specific activities that illustrate the work of the Population Council's Poverty, Gender, and Youth program include "Strengthening the evidence base regarding adolescents, especially girls, to increase our ability to assist in program and policy development" "Advancing our understanding of health system functioning, and of poverty, health, and population trends" "Developing the tools to strengthen the evidence base on topics of PGY concern and sharing the resulting data with policymakers and program managers to improve policies and programs," "Expanding initiatives on schooling, financial literacy, and livelihoods" "Investigating emerging issues and maintaining the Population Council's reputation for cutting-edge, innovative work, for example, by developing new tools for sexuality education and urban health 2013 Key Accomplishments Illuminating the Lives of Migrant Adolescent Girls The Population Council examined the social and economic determinants of migration by adolescent girls in developing countries and identified the links between migration, risk, and opportunity The Council published the results in Girls on the Move Adolescent Girls & Migration in the Developing World, the first report of its kind Impact Council researchers found that while migration can be risky, it can also lead to autonomy, opportunity, and economic stability for the majority of girls who migrate To reap the benefits of migration, girls need adequate preparation before they migrate, arrangements for safe travel during their journey, and support when they arrive at their destination Report authors have presented their findings to the US government, the European Union, the United Nations, the World Bank, the British Society for Population Studies, the Minnesota Population Center, the Population Association of America, the Center for Strategic and Internati</p>

Return Reference	Explanation
FORM 990 PART V, LINE 4B	FOREIGN COUNTRIES IN WHICH THE COUNCIL HAS AUTHORITY OVER AN ACCOUNT BANGLADESH BURKINA FASO EGYPT ETHIOPIA GHANA GUATEMALA INDIA KENYA MEXICO NIGERIA PAKISTAN SENEGAL SOUTH AFRICA SUDAN ZAMBIA

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

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

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

Return Reference	Explanation
COMPENSATION OF OFFICERS AND KEY EMPLOYEES	THE BOARD OF TRUSTEES EXECUTIVE COMMITTEE, COMPRISED OF INDEPENDENT TRUSTEES, REVIEWS AND APPROVES THE COMPENSATION OF THE OFFICERS AND KEY EMPLOYEES AT THE TIME OF HIRE AND ANNUALLY COMPARABLE COMPENSATION DATA IS USED AND DELIBERATIONS AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED

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

Return Reference	Explanation
OTHER CHANGES IN NET ASSETS OF FUND BALANCES	GAIN ON LEASE OBLIGATION AND OTHER, NET 189,546 PENSION AND OTHER POSTRETIREMENT CHARGES OTHER THAN NET PERIODIC BENEFIT COST 1,896,638 ----- OTHER CHANGES IN NET ASSETS OF FUND BALANCES 2,086,184 =====