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Form 990

## Return of Organization Exempt From Income Tax

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990)

## A For the 2013 calendar year, or tax year beginning 10-01-2013, 2013, and ending 09-30-2014

B Check if applicable	C Name of organization UNIVERSITIES SPACE RESEARCH ASSOCIATION		D Employer identification number 52-0892064
<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) 7178 COLUMBIA GATEWAY DRIVE	Room/suite	E Telephone number (410) 730-2656
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code COLUMBIA, MD 21046		
<input type="checkbox"/> Application pending			G Gross receipts \$ 115,008,806

F Name and address of principal officer MICHELE SPARROW 7178 COLUMBIA GATEWAY DRIVE COLUMBIA, MD 21046	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	H(b) Are all subordinates included? If "No," attach a list (see instructions)
	H(c) Group exemption number ►

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

J Website: ► WWW USRA EDU

K Form of organization  Corporation  Trust  Association  Other ► L Year of formation 1969 M State of legal domicile DC

## Part I Summary

1 Briefly describe the organization's mission or most significant activities TO PROVIDE A COLLABORATIVE MEMBERSHIP ORGANIZATION WHERE UNIVERSITIES AND OTHER RESEARCH ORGANIZATIONS MAY COOPERATE EFFECTIVELY WITH EACH OTHER, WITH THE UNITED STATES GOVERNMENT, AND OTHER ENTITIES TO DEVELOP KNOWLEDGE ASSOCIATED WITH SPACE SCIENCE AND TECHNOLOGY		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a) . . . . .	3	15
4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	4	13
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) . . . . .	5	561
6 Total number of volunteers (estimate if necessary) . . . . .	6	0
7a Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	7a	0
b Net unrelated business taxable income from Form 990-T, line 34 . . . . .	7b	0

8 Contributions and grants (Part VIII, line 1h) . . . . .	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g) . . . . .	100,475,260	106,243,958
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	0	6,257,224
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	131,635	107,761
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	118,437	-388,070
	100,725,332	112,220,873

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) . . . . .	8,493,030	11,179,692
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) . . . . .	52,869,814	56,957,852
b Total fundraising expenses (Part IX, column (D), line 25) ► <sup>0</sup>	0	0
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) . . . . .	36,962,094	43,645,580
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	98,324,938	111,783,124
19 Revenue less expenses Subtract line 18 from line 12 . . . . .	2,400,394	437,749

20 Total assets (Part X, line 16) . . . . .	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26) . . . . .	42,693,511	48,905,435
22 Net assets or fund balances Subtract line 21 from line 20 . . . . .	19,994,380	25,669,985
	22,699,131	23,235,450

## 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 MICHELE SPARROW CFO Type or print name and title	2015-05-14 Date
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Paid Preparer Use Only	Print/Type preparer's name LORI S BURGHAUSER	Preparer's signature	Date 2015-04-08	Check <input type="checkbox"/> if self-employed	PTIN P00370694
	Firm's name ► SC&H TAX & ADVISORY SERVICES LLC			Firm's EIN ► 20-5991824	
	Firm's address ► 910 RIDGEBROOK ROAD SPARKS, MD 21152			Phone no (410) 403-1500	

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

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

TO PROVIDE A COLLABORATIVE MEMBERSHIP ORGANIZATION WHERE UNIVERSITIES AND OTHER RESEARCH ORGANIZATIONS MAY COOPERATE EFFECTIVELY WITH EACH OTHER, WITH THE UNITED STATES GOVERNMENT, AND OTHER ENTITIES TO DEVELOP KNOWLEDGE ASSOCIATED WITH SPACE SCIENCE AND TECHNOLOGY

**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 \$ 23,433,269 including grants of \$ 320,783 ) (Revenue \$ 194,531 )  
 GESTAR STANDS FOR GODDARD EARTH SCIENCES TECHNOLOGY AND RESEARCH ITS SCOPE CUTS ACROSS EARTH SCIENCE DISCIPLINES AND INCLUDES ATMOSPHERIC STUDIES, HYDROLOGY, OCEAN AND CLIMATE RESEARCH TO FACILITATE EXPERIMENTAL, ANALYTICAL AND THEORETICAL RESEARCH IN SUPPORT OF NASA'S STRATEGIC EARTH AND SPACE SCIENCE OBJECTIVES

**4b** (Code) (Expenses \$ 21,686,104 including grants of \$ ) (Revenue \$ 18,595 )  
 STRATOSPHERIC OBSERVATORY FOR INFRARED ASTRONOMY (SOFIA) THE SOFIA IS AN AIRBORNE OBSERVATORY THAT WILL STUDY THE UNIVERSE IN THE INFRARED SPECTRUM BESIDES THIS CONTRIBUTION TO SCIENCE PROGRESS, SOFIA WILL BE A MAJOR FACTOR IN THE DEVELOPMENT OF OBSERVATIONAL TECHNIQUES, OF NEW INSTRUMENTATIONS, AND IN THE EDUCATION OF YOUNG SCIENTISTS AND TEACHERS IN THE DISCIPLINE OF INFRARED ASTRONOMY. SOFIA IS EXPECTED TO FLY INTO THE STRATOSPHERE, OPEN THE TELESCOPE CAVITY DOOR, AND POINT ITS TELESCOPE AT THE HEAVENS THREE OR FOUR NIGHTS A WEEK FOR AT LEAST TWENTY YEARS

**4c** (Code) (Expenses \$ 11,925,271 including grants of \$ 9,985,736 ) (Revenue \$ )  
 EDUCATION PROGRAMS (EAP & EPO) THE EDUCATION PROGRAM'S OFFICE PRIMARILY SUPPORTS NASA'S EFFORTS TO EXPAND EDUCATIONAL OPPORTUNITIES FOR STUDENTS IN AEROSPACE ENGINEERING AND THE SPACE SCIENCES, AS WELL AS ENCOURAGING YOUNG STUDENTS TO STAY IN SCHOOL AND PURSUE CAREERS IN SCIENCE, ENGINEERING, AND BUSINESS

(Code) (Expenses \$ 11,311,174 including grants of \$ ) (Revenue \$ )  
 ADVANCED RESEARCH TECHNOLOGY CONTRACT (ARTS) USRA WILL SUPPORT APPLIED RESEARCH IN GLENN'S CORE COMPETENCIES AND ENABLING TECHNOLOGIES, INCLUDING UNDERSTANDING THE EFFECTS OF THE SPACE ENVIRONMENT, MATERIALS AND STRUCTURES FOR AEROSPACE APPLICATIONS, ENGINE SYSTEMS TECHNOLOGIES FOR AEROSPACE VEHICLES, IN-SPACE POWER AND PROPULSION SYSTEMS, INSTRUMENTATION, SENSORS AND CONTROLS FOR AERONAUTICS AND SPACE SYSTEMS, AND TECHNOLOGIES FOR SAFE AND EFFICIENT AIRCRAFT OPERATION IN ATMOSPHERE ICING CONDITIONS

(Code) (Expenses \$ 9,378,822 including grants of \$ 228,810 ) (Revenue \$ 272,463 )  
 LUNAR & PLANETARY INSTITUTE (LPI) SUPPORTS NASA'S RESEARCH IN LUNAR, PLANETARY, AND RELATED SCIENTIFIC FIELDS. THE INSTITUTE IS A CENTER FOR LUNAR AND PLANETARY SCIENCE, CONDUCTING RESEARCH STUDIES ON THE FORMATION, EVOLUTION, AND CURRENT STATE OF THE MOON, PLANETS, COMETS, ASTEROIDS, PLANETARY SATELLITES, COSMIC DUST, AND OUR SOLAR SYSTEM AS A WHOLE THROUGH ANALYSIS OF DATA AND SAMPLES OBTAINED THROUGH NASA'S LONG HISTORY OF MISSIONS AND EXPLORATION, SERVICE TO NASA AND THE PLANETARY SCIENCE COMMUNITY. THE INSTITUTE COORDINATES SCIENTIFIC MEETINGS ON LUNAR AND PLANETARY TOPICS, AND DISSEMINATES SCIENTIFIC INFORMATION THROUGH TECHNICAL JOURNALS AND CONFERENCES, INCLUDING AN ABSTRACT DATABASE OF MORE THAN 25,000 PRESENTATIONS MADE BY SCIENTISTS AT LPI-SPONSORED MEETINGS. THE INSTITUTE ALSO CURATES AN EXTENSIVE COLLECTION OF LUNAR AND PLANETARY DATA THAT IS ACCESSIBLE ONLINE

(Code) (Expenses \$ 7,692,890 including grants of \$ ) (Revenue \$ 374,624 )  
 DIVISION OF SPACE LIFE SCIENCES (DSLS) THE DSLS SUPPORTS NASA IN ALL AREAS OF LIFE SCIENCES RESEARCH AND MANAGEMENT IN FURTHERANCE OF NASA'S VISION FOR SPACE EXPLORATION, TO SEND ASTRONAUTS TO THE MOON, MARS, AND BEYOND. DSLS SCIENTISTS EXAMINE THE EFFECTS OF MICROGRAVITY AND RADIATION IN BLOOD, BONE, LUNG, MUSCLE, AND NEURAL CELLS. THEY PARTICIPATE IN HUMAN BED REST STUDIES, A MICROGRAVITY ANALOGUE, TO DEVELOP COUNTERMEASURES TO PROTECT ASTRONAUTS AGAINST THE ADVERSE EFFECTS OF MICROGRAVITY ON VARIOUS PHYSIOLOGICAL SYSTEMS

(Code) (Expenses \$ 5,528,904 including grants of \$ 180 ) (Revenue \$ 42,087 )  
 RESEARCH INSTITUTE FOR ADVANCED COMPUTER SCIENCE (RIACS) THE RIACS IS FOCUSED ON DEVELOPING THE NEXT GENERATION ENABLING TECHNOLOGIES THAT WILL FACILITATE BOTH HUMAN AND ROBOTIC SPACE EXPLORATION. SINCE ITS INCEPTION IN 1983, THE INSTITUTE HAS CONDUCTED BASIC AND APPLIED COMPUTER SCIENCE RESEARCH ACROSS A VARIETY OF AEROSPACE-RELATED DISCIPLINES, INCLUDING SUPERCOMPUTING, COMPUTATIONAL FLUID DYNAMICS, COMPUTATIONAL CHEMISTRY, HIGH-PERFORMANCE NETWORKING, AND ARTIFICIAL INTELLIGENCE

(Code) (Expenses \$ 4,378,093 including grants of \$ 36,678 ) (Revenue \$ 3,575,220 )  
 ARECIBO OBSERVATORY IN PUERTO RICO HOSTS THE WORLD'S LARGEST SINGLE-DISH TELESCOPE (ARECIBO) USRA'S ROLE IN THE TEAM IS TO MANAGE THE OBSERVATORY'S ASTRONOMY AND PLANETARY RADAR PROGRAMS, AS WELL AS TO PROVIDE ELECTRICAL ENGINEERING AND SCIENTIFIC COMPUTING EXPERTISE. ADDITIONAL SUPPORT FOR THE OBSERVATORY WILL BE PROVIDED BY NASA, TO FURTHER RADAR STUDIES OF ASTEROIDS AND COMETS THAT POSE A POTENTIAL THREAT TO EARTH, AND TO STUDY OUR NEIGHBORING PLANETS AND THEIR MOONS

(Code) (Expenses \$ 3,573,046 including grants of \$ ) (Revenue \$ )  
 NATIONAL SPACE SCIENCE AND TECHNOLOGY CENTER (NSSTC) THE DIVISION OF EARTH SCIENCES SUPPORTS NASA'S RESEARCH TO SEEK A BETTER UNDERSTANDING OF THE GLOBAL HYDROLOGIC CYCLE AND ITS INTERACTION WITH CLIMATE VARIABILITY. USRA IS ASSISTING WITH THE INTEGRATION OF RESEARCH PROGRAMS WITH THE EDUCATIONAL NEEDS OF CLIMATE AND GLOBAL CHANGE SCIENCE CURRICULA AT THE COLLEGE AND PRE-COLLEGE LEVELS TO COMMUNICATE THE IMPORTANCE AND CHALLENGES RELATING TO THE INTERACTIONS OF THE HYDROLOGIC CYCLE WITH CLIMATE AND CLIMATE VARIABILITY

(Code) (Expenses \$ 2,954,441 including grants of \$ 433,639 ) (Revenue \$ 13,165 )  
 CENTER FOR RESEARCH AND EXPLORATION IN SPACE AND SCIENCE TECHNOLOGY (CRESST) SUPPORTS THE RESEARCH EFFORTS FOR NASA AND THE NRL IN VARIOUS ASTRONOMY AND SPACE PHYSICS DISCIPLINES INCLUDING X-RAY ASTRONOMY, GAMMA-RAY ASTRONOMY, AND COSMIC-RAY ASTROPHYSICS

(Code) (Expenses \$ 1,995,207 including grants of \$ 173,866 ) (Revenue \$ 1,742,757 )  
 CENTER FOR SPACE NUCLEAR RESEARCH (CSNR) THE CSNR IS OPERATED BY USRA IN COLLABORATION WITH THE IDAHO NATIONAL LABORATORY (INL). THE CSNR IS A FOCUS FOR ENGAGING UNIVERSITY SCIENTISTS IN RESEARCH AND DEVELOPMENT OF ADVANCED SPACE NUCLEAR SYSTEMS, INCLUDING SPACE POWER AND PROPULSION SYSTEMS AND RADIOISOTOPE POWER GENERATORS

(Code) (Expenses \$ 11,195 including grants of \$ ) (Revenue \$ 23,782 )  
 OTHER USRA MANAGES VARIOUS EFFORTS UNDER A VARIETY OF RELATIVELY SMALL CONTRACTS AND OTHER AGREEMENTS IN SUPPORT OF SCIENTIFIC AND EDUCATION PROJECTS

**4d** Other program services (Describe in Schedule O )  
 (Expenses \$ 46,823,772 including grants of \$ 873,173 ) (Revenue \$ 6,044,098 )

**4e** Total program service expenses ► 103,868,416

**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

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

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		No
11a	Yes	
11b		No
11c		No
11d		No
11e	Yes	
11f	Yes	
12a	Yes	
12b		No
13		No
14a		No
14b		No
15		No
16		No
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	<input type="checkbox"/>	21		No
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	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		24d		No
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)				
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	<input type="checkbox"/>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	<input type="checkbox"/>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	<input type="checkbox"/>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	<input type="checkbox"/>	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	<input type="checkbox"/>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		35b		
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	<input type="checkbox"/>	36	Yes	
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	<input type="checkbox"/>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O		38	Yes	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

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

		Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	<b>1a</b>	953	
<b>1b</b> Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable . . .	<b>1b</b>	0	
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . .	<b>1c</b>		
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . .	<b>2a</b>	561	
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<b>2b</b>	Yes	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? . . .	<b>3a</b>	No	
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . .	<b>3b</b>		
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . .	<b>4a</b>	No	
<b>b</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			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	<b>5a</b>	No	
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . .	<b>5b</b>	No	
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . .	<b>5c</b>		
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	<b>6a</b>	No	
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . .	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>	<b>7a</b>	No	
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . .	<b>7b</b>		
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .	<b>7c</b>	No	
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .	<b>7d</b>		
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year . . .	<b>7e</b>	No	
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .	<b>7f</b>	No	
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	<b>7g</b>		
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .	<b>7h</b>		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . .	<b>8</b>		
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . .	<b>9a</b>		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>	<b>9b</b>		
<b>a</b> Did the organization make any taxable distributions under section 4966? . . .			
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person? . . .			
<b>10 Section 501(c)(7) organizations.</b> Enter	<b>10a</b>		
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12 . . .	<b>10b</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
<b>11 Section 501(c)(12) organizations.</b> Enter	<b>11a</b>		
<b>a</b> Gross income from members or shareholders . . .	<b>11b</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .			
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . .	<b>12a</b>		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . .	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	<b>13a</b>		
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O	<b>13b</b>		
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . .	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? . . .	<b>14a</b>	No	
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .	<b>14b</b>		

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

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

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

### Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed  CA
- 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  
 MICHELE SPARROW 7178 COLUMBIA GATEWAY DRIVE  
COLUMBIA, MD 21046 (410) 730-2656

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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	Office	Key Employee	Highest Compensated	Former			
(1) DR JAN VAN PROOYEN CHAIR, BOARD OF TRUSTEES	6 00	X		X				21,040	0	17,500
(2) DR WESLEY HARRIS VICE CHAIR, BOARD OF TRUSTEES	3 00	X		X				11,250	0	17,500
(3) DR FREDERICK TARANTINO PRESIDENT AND CEO	40 00	X		X				729,936	0	133,327
(4) DR VICTORIA COVERSTONE COI CHAIR, BOARD OF TRUSTEES	3 00	X						24,850	0	0
(5) DR JOHN CARLSTROM MEMBER, BOARD OF TRUSTEES	3 00	X						12,050	0	0
(6) MR JAMES H CROCKER MEMBER, BOARD OF TRUSTEES	3 00	X						20,950	0	0
(7) VICE ADMIRAL DAVID FROST MEMBER, BOARD OF TRUSTEES	3 00	X						14,550	0	0
(8) MR JAY JOHNSON MEMBER, BOARD OF TRUSTEES	3 00	X						26,400	0	0
(9) DR STEVEN KAHN MEMBER, BOARD OF TRUSTEES	3 00	X						18,950	0	0
(10) DR SCOTT PACE MEMBER, BOARD OF TRUSTEES	3 00	X						17,350	0	0
(11) DR JUDITH PIPHER MEMBER, BOARD OF TRUSTEES	3 00	X						17,150	0	0
(12) DR ELIZABETH PROTAS MEMBER, BOARD OF TRUSTEES	3 00	X						13,350	0	0
(13) DR HANS-PETER ROESER MEMBER, BOARD OF TRUSTEES	3 00	X						11,850	0	0
(14) DR ERIC SHEPPARD MEMBER, BOARD OF TRUSTEES	3 00	X						15,750	0	0
(15) DR EDWARD J WEILER MEMBER, BOARD OF TRUSTEES	3 00	X						3,750	0	17,350
(16) MR STEVEN BENSON SECRETARY	3 00			X				0	0	0
(17) DR KARIN HILSER CFO	40 00			X				246,122	0	31,881

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) 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	Instructional Trainee	Office	Key employee	Highest compensated employee per person	Former			
(18) MR ALAN MARCHANT CAO	40 00			X				268,131	0	43,172
(19) DR DONALD KNIFFEN VP OF SCIENCE	40 00			X				266,449	0	26,888
(20) MR VINCE DEFRANCISCI DIRECTOR OF PROGRAM DEVELOPMENT	40 00			X				252,452	0	46,494
(21) MR KEVIN SCHMADEL VP OF GOVERNMENT RELATION	40 00			X				228,935	0	36,221
(22) DR ERICK YOUNG INSTITUTE DIRECTOR	40 00				X			303,891	0	44,327
(23) DR STEPHEN J MACKWELL INSTITUTE DIRECTOR	40 00				X			283,797	0	40,411
(24) DR DAVID BELL INSTITUTE DIRECTOR	40 00				X			270,414	0	27,609
(25) DR STEVE HOWE INSTITUTE DIRECTOR	40 00				X			233,072	0	38,887
(26) DR ERICK BECKLIN SR SCIENCE ADVISOR	40 00				X			248,675	0	26,754
<b>1b Sub-Total . . . . .</b>										
<b>c Total from continuation sheets to Part VII, Section A . . . . .</b>										
<b>d Total (add lines 1b and 1c) . . . . .</b>								3,561,114	0	548,321

**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 **►155**

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
MORGAN STATE UNIVERSITY 1700 EAST COLDSPRING LANE BALTIMORE MD 21251	SCIENTIFIC SUPPORT SERVICES	3,649,056
D-WAVE SYSTEMS INC 4401 STILL CREEK DRIVE SUITE 100 BURNABY BC V5C 6G9	SCIENTIFIC SUPPORT SERVICES	3,000,000
GLOBAL SCIENCE & TECHNOLOGY 7855 WALKER DRIVE SUITE 200 GREENBELT MD 20770	SCIENTIFIC SUPPORT SERVICES	2,147,160
CASE WESTERN RESERVE UNIVERSITY 10900 EUCLID AVENUE SUITE 600 CLEVELAND OH 44106	SCIENTIFIC SUPPORT SERVICES	1,386,620
SETI INSTITUTE 189 N BERNARDO AVENUE SUITE 100 MOUNTAIN VIEW CA 94043	SCIENTIFIC SUPPORT SERVICES	1,213,364

**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 **►24**

**Part VIII Statement of Revenue**Check 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	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>				
	<b>b</b> Membership dues . . . . .	<b>1b</b>				
	<b>c</b> Fundraising events . . . . .	<b>1c</b>				
	<b>d</b> Related organizations . . . . .	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>	106,243,958			
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>				
	<b>g</b> Noncash contributions included in lines 1a-1f \$					
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . .		106,243,958			
<b>Program Service Revenue</b>	<b>2a</b> COMMERCIAL CONTRACT REVENUE	Business Code 541700	4,555,969	4,555,969		
	<b>b</b> OTHER CONTRACT REVENUE	541700	1,701,255	1,701,255		
	<b>c</b>					
	<b>d</b>					
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . .		6,257,224			
	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .		616			616
<b>4</b> Income from investment of tax-exempt bond proceeds						
<b>5</b> Royalties . . . . .						
<b>6a</b> Gross rents	(I) Real 204,820					
<b>b</b> Less rental expenses	592,890					
<b>c</b> Rental income or (loss)	-388,070					
<b>d</b> Net rental income or (loss) . . . . .		-388,070			-388,070	
<b>7a</b> Gross amount from sales of assets other than inventory	(I) Securities 2,302,188					
<b>b</b> Less cost or other basis and sales expenses	2,195,043					
<b>c</b> Gain or (loss)	107,145					
<b>d</b> Net gain or (loss) . . . . .		107,145			107,145	
<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a					
<b>b</b> Less direct expenses . . . . .	b					
<b>c</b> Net income or (loss) from fundraising events . . . . .						
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .	a					
<b>b</b> Less direct expenses . . . . .	b					
<b>c</b> Net income or (loss) from gaming activities . . . . .						
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	a					
<b>b</b> Less cost of goods sold . . . . .	b					
<b>c</b> Net income or (loss) from sales of inventory . . . . .						
<b>Miscellaneous Revenue</b>	Business Code					
<b>11a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b> All other revenue . . . . .						
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . .						
<b>12</b> <b>Total revenue.</b> See Instructions . . . . .		112,220,873	6,257,224	0	-280,309	

**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 

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22	11,179,692	11,179,692		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	4,557,275	2,247,897	2,309,378	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	40,617,889	39,232,934	1,384,955	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,785,329	3,571,195	214,134	
9 Other employee benefits	4,983,810	4,548,833	434,977	
10 Payroll taxes	3,013,549	2,843,074	170,475	
11 Fees for services (non-employees)				
a Management				
b Legal	349,306	97,282	252,024	
c Accounting	93,476		93,476	
d Lobbying	360,000	250,000	110,000	
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	31,872,108	31,045,939	826,169	
12 Advertising and promotion	62,365	15,556	46,809	
13 Office expenses	971,993	818,767	153,226	
14 Information technology	1,362,416	1,131,799	230,617	
15 Royalties				
16 Occupancy	1,069,624	751,966	317,658	
17 Travel	3,180,632	2,700,034	480,598	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	750,325	644,215	106,110	
20 Interest	124,041		124,041	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,141,854	682,024	459,830	
23 Insurance	345,194	323,305	21,889	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a OTHER DIRECT COSTS	1,255,104	1,255,104	0	
b EQUIPMENT	492,612	456,882	35,730	
c MISCELLANEOUS	214,530	71,918	142,612	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	111,783,124	103,868,416	7,914,708	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

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

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing	6,539,192	<b>1</b> 6,700,531
	<b>2</b> Savings and temporary cash investments	674,121	<b>2</b> 2,278,673
	<b>3</b> Pledges and grants receivable, net	3	
	<b>4</b> Accounts receivable, net	8,945,930	<b>4</b> 11,752,581
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	6	
	<b>7</b> Notes and loans receivable, net	7	
	<b>8</b> Inventories for sale or use	8	
	<b>9</b> Prepaid expenses and deferred charges	1,113,074	<b>9</b> 986,969
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>10a</b>	29,648,162
	<b>b</b> Less accumulated depreciation	<b>10b</b>	7,173,452
		18,518,190	<b>10c</b> 22,474,710
	<b>11</b> Investments—publicly traded securities	6,509,951	<b>11</b> 4,364,938
	<b>12</b> Investments—other securities See Part IV, line 11	12	
	<b>13</b> Investments—program-related See Part IV, line 11	13	
	<b>14</b> Intangible assets	14	
	<b>15</b> Other assets See Part IV, line 11	393,053	<b>15</b> 347,033
	<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	42,693,511	<b>16</b> 48,905,435
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	13,498,002	<b>17</b> 12,580,249
	<b>18</b> Grants payable	18	
	<b>19</b> Deferred revenue	85,499	<b>19</b> 100,618
	<b>20</b> Tax-exempt bond liabilities	5,505,263	<b>20</b> 11,640,390
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D	21	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	294,301	<b>23</b> 482,637
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	24	
	<b>25</b> 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	611,315	<b>25</b> 866,091
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25	19,994,380	<b>26</b> 25,669,985
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
	<b>27</b> Unrestricted net assets	22,591,075	<b>27</b> 23,127,394
	<b>28</b> Temporarily restricted net assets	108,056	<b>28</b> 108,056
	<b>29</b> Permanently restricted net assets	29	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
	<b>30</b> Capital stock or trust principal, or current funds	30	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund	31	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds	32	
	<b>33</b> Total net assets or fund balances	22,699,131	<b>33</b> 23,235,450
	<b>34</b> Total liabilities and net assets/fund balances	42,693,511	<b>34</b> 48,905,435

**Part XI Reconciliation of Net Assets**Check 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	112,220,873
2	Total expenses (must equal Part IX, column (A), line 25)	2	111,783,124
3	Revenue less expenses Subtract line 2 from line 1	3	437,749
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	22,699,131
5	Net unrealized gains (losses) on investments	5	311,809
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	-213,239
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	23,235,450

**Part XII Financial Statements and Reporting**Check 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

**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](http://www.irs.gov/form990).**Name of the organization**

UNIVERSITIES SPACE RESEARCH ASSOCIATION

**Employer identification number**

52-0892064

**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	
<b>Total</b>									

**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")	66,588,769	76,304,148	92,247,140	100,475,260	106,243,958	441,859,275
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3	66,588,769	76,304,148	92,247,140	100,475,260	106,243,958	441,859,275
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 <b>Public support.</b> Subtract line 5 from line 4						441,859,275

**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	66,588,769	76,304,148	92,247,140	100,475,260	106,243,958	441,859,275
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	34,701	20,143	166,807	308,813	205,436	735,900
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 <b>Total support</b> (Add lines 7 through 10)						442,595,175
12 Gross receipts from related activities, etc (see instructions)					12	6,257,224
13 <b>First five years.</b> 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 <b>stop here</b> . . . . . ►						

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

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	99 830 %
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	99 850 %
16a <b>33 1/3% support test—2013.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization ►✓		
b <b>33 1/3% support test—2012.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization ►		
17a <b>10%-facts-and-circumstances test—2013.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►		
b <b>10%-facts-and-circumstances test—2012.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►		

**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 <b>Total.</b> 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 <b>Public support.</b> (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 <b>Total support.</b> (Add lines 9, 10c, 11, and 12.)						
14 <b>First five years.</b> 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 <b>stop here</b> ►						

**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 <b>33 1/3% support tests—2013.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization ►	
b <b>33 1/3% support tests—2012.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization ►	
20 <b>Private foundation.</b> 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****Open to Public  
Inspection****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](http://www.irs.gov/form990).

**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 UNIVERSITIES SPACE RESEARCH ASSOCIATION	Employer identification number 52-0892064
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**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

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		<b>(a) Filing organization's totals</b>	<b>(b) Affiliated group totals</b>
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying)			
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying)		497,793	
<b>c</b> Total lobbying expenditures (add lines 1a and 1b)		497,793	
<b>d</b> Other exempt purpose expenditures		111,285,331	
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d)		111,783,124	
<b>f</b> Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000	
<b>If the amount on line 1e, column (a) or (b) is:</b>	<b>The lobbying nontaxable amount is:</b>		
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		
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f)		250,000	
<b>h</b> Subtract line 1g from line 1a If zero or less, enter -0-		0	
<b>i</b> Subtract line 1f from line 1c If zero or less, enter -0-		0	
<b>j</b> 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 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.)**

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	<b>(a) 2010</b>	<b>(b) 2011</b>	<b>(c) 2012</b>	<b>(d) 2013</b>	<b>(e) Total</b>
<b>2a</b> Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
<b>c</b> Total lobbying expenditures	134,639	142,298	130,000	497,793	904,730
<b>d</b> Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
<b>f</b> Grassroots lobbying expenditures					

**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		
<b>1</b> 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					
<b>a</b> Volunteers?					
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?					
<b>c</b> Media advertisements?					
<b>d</b> Mailings to members, legislators, or the public?					
<b>e</b> Publications, or published or broadcast statements?					
<b>f</b> Grants to other organizations for lobbying purposes?					
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?					
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?					
<b>i</b> Other activities?					
<b>j</b> Total Add lines 1c through 1i					
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?					
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912					
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912					
<b>d</b> 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
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	1	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
<b>3</b> 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."**

<b>1</b> Dues, assessments and similar amounts from members	1	
<b>2</b> 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	
<b>a</b> Current year	2b	
<b>b</b> Carryover from last year	2c	
<b>c</b> Total	3	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	4	
<b>4</b> 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	
<b>5</b> 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](http://www.irs.gov/form990).Department of the Treasury  
Internal Revenue Service**Name of the organization**

UNIVERSITIES SPACE RESEARCH ASSOCIATION

**Employer identification number**

52-0892064

**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)

<b>a</b> <input type="checkbox"/> Public exhibition	<b>d</b> <input type="checkbox"/> Loan or exchange programs
<b>b</b> <input type="checkbox"/> Scholarly research	<b>e</b> <input type="checkbox"/> Other
<b>c</b> <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

	<b>Amount</b>
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

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
<b>1a</b> Beginning of year balance . . . . .					
<b>b</b> Contributions . . . . .					
<b>c</b> Net investment earnings, gains, and losses					
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .					
<b>f</b> Administrative expenses . . . . .					
<b>g</b> End of year balance . . . . .					

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

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

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

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

(i) unrelated organizations . . . . .

(ii) related organizations . . . . .

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

<b>Yes</b>	<b>No</b>
<b>3a(i)</b>	
<b>3a(ii)</b>	
<b>3b</b>	

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
<b>1a</b> Land . . . . .		5,142,611			5,142,611
<b>b</b> Buildings . . . . .		17,864,755	3,396,125		14,468,630
<b>c</b> Leasehold improvements . . . . .		281,412		49,324	232,088
<b>d</b> Equipment . . . . .		6,359,384	3,728,003		2,631,381
<b>e</b> Other . . . . .					
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . .					22,474,710

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

<b>(a)</b> Description of security or category (including name of security)	<b>(b)</b> Book value	<b>(c)</b> Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
<b>Total</b> (Column (b) must equal Form 990, Part X, col. (B), line 12.)		

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

**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		
BILLINGS IN EXCESS OF COST		461,911
INTEREST RATE SWAP LIABILITY		404,180
<b>Total (Sum of (1) and (2) on lines 15 through 25)</b>		

**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	113,174,837
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments . . . . .	2a	311,809
b	Donated services and use of facilities . . . . .	2b	
c	Recoveries of prior year grants . . . . .	2c	
d	Other (Describe in Part XIII) . . . . .	2d	642,553
e	Add lines 2a through 2d . . . . .	2e	954,362
3	Subtract line 2e from line 1 . . . . .	3	112,220,475
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b	Other (Describe in Part XIII) . . . . .	4b	398
c	Add lines 4a and 4b . . . . .	4c	398
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12 ) . . . . .	5	112,220,873

**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	112,638,518
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	855,792
e	Add lines 2a through 2d . . . . .	2e	855,792
3	Subtract line 2e from line 1 . . . . .	3	111,782,726
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b	Other (Describe in Part XIII) . . . . .	4b	398
c	Add lines 4a and 4b . . . . .	4c	398
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18 ) . . . . .	5	111,783,124

**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
PART X, LINE 2	ASC 740, INCOME TAXES (ASC 740), PRESCRIBES A RECOGNITION THRESHOLD AND A MEASUREMENT ATTRIBUTE FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN FOR THOSE BENEFITS TO BE RECOGNIZED, A TAX POSITION MUST BE MORE-LIKELY-THAN-NOT TO BE SUSTAINED UPON EXAMINATION BY TAXING AUTHORITIES. THE ORGANIZATION CONTINUES TO REMAIN SUBJECT TO EXAMINATION BY U.S. FEDERAL AUTHORITIES FOR THE YEARS 2010 THROUGH 2014. THE ORGANIZATION RECOGNIZES INTEREST AND PENALTIES ACCRUED ON ANY UNRECOGNIZED TAX EXPOSURE AS A COMPONENT OF INCOME TAX EXPENSE. THE ORGANIZATION DOES NOT HAVE ANY AMOUNTS ACCRUED RELATING TO INTEREST AND PENALTIES AS OF SEPTEMBER 30, 2014 AND 2013.
PART XI, LINE 2D - OTHER ADJUSTMENTS	RENTAL EXPENSES NETTED WITH REVENUE 592,890 PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST 49,663
PART XI, LINE 4B - OTHER ADJUSTMENTS	INTEREST INCOME NETTED WITH INTEREST EXPENSE ON THE FINANCIAL STATEMENTS 398
PART XII, LINE 2D - OTHER ADJUSTMENTS	RENTAL EXPENSES NETTED WITH REVENUE 592,890 UNREALIZED LOSS ON INTEREST RATE SWAP 213,239 PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST 49,663
PART XII, LINE 4B - OTHER ADJUSTMENTS	INTEREST EXPENSE NETTED WITH INTEREST INCOME ON THE FINANCIAL STATEMENTS 398

**Part XIII Supplemental Information (continued)**

Return Reference	Explanation

**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](http://www.irs.gov/form990).**

**Open to Public  
Inspection**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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Name of the organization

UNIVERSITIES SPACE RESEARCH ASSOCIATION

**Employer identification number**

52-0892064

## **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.

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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) STIPENDS FOR PROGRAM ACTIVITIES	1508	11,179,692			

**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
PART I, LINE 2	THE ASSOCIATION DISTRIBUTES SCHOLARSHIPS AND AWARDS TO STUDENTS WHO MEET THE CRITERIA SET OUT IN THE PROGRAM THERE IS NO ADDITIONAL MONITORING REQUIRED

**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](http://www.irs.gov/form990).Name of the organization  
UNIVERSITIES SPACE RESEARCH ASSOCIATION

Employer identification number

52-0892064

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

<input checked="" type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input checked="" 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 checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

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

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

**Only 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
<b>1b</b>	Yes	
<b>2</b>	Yes	
<b>4a</b>		No
<b>4b</b>	Yes	
<b>4c</b>		No
<b>5a</b>	Yes	
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>		No
<b>8</b>		No
<b>9</b>		

**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
PART I, LINE 1A	WHEN EMPLOYEES HAVE TEMPORARY DUTY ASSIGNMENTS AWAY FROM THEIR PRIMARY RESIDENCES, THE ASSOCIATION PROVIDES A HOUSING ALLOWANCE OR RESIDENCE FOR PERSONAL USE AS WELL AS TRAVEL FOR COMPANIONS THESE COSTS ARE REIMBURSED TO THE EMPLOYEE AT AN AMOUNT THAT IS GROSSED-UP TO COVER THE INCREASED TAX BURDEN THE ASSOCIATION THEN WITHHOLDS THE APPROPRIATE LEVEL OF TAX AND INCLUDES IT IN THE EMPLOYEE'S TAXABLE INCOME
PART I, LINE 4B	THE ASSOCIATION PROVIDES A NONQUALIFIED DEFERRED COMPENSATION PLAN (457F) FOR THE PRESIDENT A CONTRIBUTION FOR THE PRESIDENT WAS MADE BY THE ASSOCIATION TO THIS PLAN DURING THE CALENDAR YEAR 2013 IN THE AMOUNT OF \$90,000
PART I, LINE 5	THE ASSOCIATION PROVIDES TO THE PRESIDENT INCENTIVE COMPENSATION BASED ON THE REVENUE OF THE ORGANIZATION

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 52-0892064  
**Name:** UNIVERSITIES SPACE RESEARCH ASSOCIATION

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

<b>(A) Name</b>	<b>(B) Breakdown of W-2 and/or 1099-MISC compensation</b>				<b>(C) Deferred compensation</b>	<b>(D) Nontaxable benefits</b>	<b>(E) Total of columns (B)(i)-(D)</b>	<b>(F) Compensation reported in prior Form 990 or Form 990-EZ</b>
		<b>(i) Base Compensation</b>	<b>(ii) Bonus &amp; incentive compensation</b>	<b>(iii) Other compensation</b>				
DR FREDERICK TARANTINO PRESIDENT AND CEO	(i) 408,217 (ii) 0	321,719 0	0 0	0 0	118,688 0	14,639 0	863,263 0	0 0
DR KARIN HILSER CFO	(i) 201,096 (ii) 0	45,026 0	0 0	0 0	25,482 0	6,399 0	278,003 0	0 0
MR ALAN MARCHANT CAO	(i) 210,047 (ii) 0	58,084 0	0 0	0 0	26,603 0	16,569 0	311,303 0	0 0
DR DONALD KNIFFEN VP OF SCIENCE	(i) 208,365 (ii) 0	58,084 0	0 0	0 0	25,950 0	938 0	293,337 0	0 0
MR VINCE DEFRANCISCI DIRECTOR OF PROGRAM DEVELOPMENT	(i) 194,368 (ii) 0	58,084 0	0 0	0 0	25,559 0	20,935 0	298,946 0	0 0
MR KEVIN SCHMADEL VP OF GOVERNMENT RELATION	(i) 183,909 (ii) 0	45,026 0	0 0	0 0	23,391 0	12,830 0	265,156 0	0 0
DR ERICK YOUNG INSTITUTE DIRECTOR	(i) 253,236 (ii) 0	50,655 0	0 0	0 0	28,688 0	15,639 0	348,218 0	0 0
DR STEPHEN J MACKWELL INSTITUTE DIRECTOR	(i) 244,399 (ii) 0	39,398 0	0 0	0 0	28,237 0	12,174 0	324,208 0	0 0
DR DAVID BELL INSTITUTE DIRECTOR	(i) 234,393 (ii) 0	36,021 0	0 0	0 0	27,609 0	0 0	298,023 0	0 0
DR STEVE HOWE INSTITUTE DIRECTOR	(i) 222,942 (ii) 0	10,130 0	0 0	0 0	25,748 0	13,139 0	271,959 0	0 0
DR ERICK BECKLIN SR SCIENCE ADVISOR	(i) 223,348 (ii) 0	25,327 0	0 0	0 0	26,307 0	447 0	275,429 0	0 0

**Schedule K  
(Form 990)****Supplemental Information on Tax Exempt Bonds****2013****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.  
 ► Attach to Form 990. ► See separate instructions.  
 ► Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

UNIVERSITIES SPACE RESEARCH ASSOCIATION

Employer identification number

52-0892064

**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A MARYLAND ECONOMIC DEVELOPMENT CORPORATION	52-1376562		06-01-2013	11,825,858	ACQUISITION AND RENOVATION OF COLUMBIA GATEWAY DRIVE LAND AND BUILDING		X		X		X

**Part II Proceeds**

1	Amount of bonds retired	A		B		C		D			
		185,468									
2	Amount of bonds legally defeased										
3	Total proceeds of issue		11,825,858								
4	Gross proceeds in reserve funds										
5	Capitalized interest from proceeds										
6	Proceeds in refunding escrows										
7	Issuance costs from proceeds		225,000								
8	Credit enhancement from proceeds										
9	Working capital expenditures from proceeds										
10	Capital expenditures from proceeds		11,640,390								
11	Other spent proceeds										
12	Other unspent proceeds										
13	Year of substantial completion	2014		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?										
15	Were the bonds issued as part of an advance refunding issue?				X						
16	Has the final allocation of proceeds been made?		X								
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?		X								

**Part III Private Business Use**

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

**Part III Private Business Use (Continued)**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property?		X						
<b>b</b> If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property?		X						
<b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
<b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ►			0 %					
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ►			0 %					
<b>6</b> Total of lines 4 and 5			0 %					
<b>7</b> Does the bond issue meet the private security or payment test?		X						
<b>8a</b> Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
<b>b</b> If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
<b>c</b> If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
<b>9</b> Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?		X						

**Part IV Arbitrage**

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

**Part IV Arbitrage (Continued)**

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

**Part V Procedures To Undertake Corrective Action**

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

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions).

**Schedule L**  
(Form 990 or 990-EZ)

## Transactions with Interested Persons

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

- Attach to Form 990 or Form 990-EZ. ► See separate instructions.
- Information about Schedule L (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization  
UNIVERSITIES SPACE RESEARCH ASSOCIATION

**Employer identification number**

52-0892064

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

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

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

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

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

**Part II      Loans to and/or From Interested Persons.**

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

### **Part III Grants or Assistance Benefitting Interested Persons.**

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

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) WHITEFORD TAYLOR & PRESTON LLP	INDIRECT BUSINESS	167,375	WHITEFORD, TAYLOR & PRESTON, LLP PROVIDES LEGAL SERVICES TO THE ORGANIZATION STEVE BENSON IS A PARTNER AT WHITEFORD, TAYLOR & PRESTON LLP		No

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions)

## Return Reference

## Explanation

**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.

► Attach to Form 990 or 990-EZ.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).**2013****Open to Public  
Inspection**Name of the organization  
UNIVERSITIES SPACE RESEARCH ASSOCIATION**Employer identification number**

52-0892064

**990 Schedule O, Supplemental Information**

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	USRA HAS MEMBERS THAT ARE COMPRISED OF THE MEMBER UNIVERSITIES
FORM 990, PART VI, SECTION A, LINE 7A	A COUNCIL, WHICH IS COMPOSED OF A REPRESENTATIVE FROM EACH MEMBER INSTITUTION, OVERSEES THE BOARD OF TRUSTEES AND IS RESPONSIBLE FOR VOTING FOR MEMBERS OF THE BOARD OF TRUSTEES
FORM 990, PART VI, SECTION A, LINE 7B	THE BOARD OF TRUSTEES, WHICH IS COMPOSED OF REPRESENTATIVES ELECTED FROM MEMBER INSTITUTIONS AND AT LARGE MEMBERS INCLUDING A QUALIFIED FINANCIAL EXPERT, ARE DELEGATED ALL AUTHORITIES FROM THE MEMBERS EXCEPT MODIFYING BY-LAWS AND ELECTING NEW TRUSTEES
FORM 990, PART VI, SECTION B, LINE 11	THE DRAFT FORM 990 IS REVIEWED WITH THE AUDIT COMMITTEE AND PROVIDED TO THE GOVERNING BODY BEFORE SUBMISSION THE DOCUMENT IS POSTED ON A PASSWORD-PROTECTED INTERNAL WEB PAGE FOR BOARD REVIEW PRIOR TO FILING
FORM 990, PART VI, SECTION B, LINE 12C	AT THE BEGINNING OF EACH BOARD OF TRUSTEES MEETING, THE BOARD REVIEWS USRA'S CONFLICT OF INTEREST POLICY AND EACH TRUSTEE PRESENT SUBMITS A CONFLICT OF INTEREST DISCLOSURE FORM THE CONFLICT OF INTEREST POLICY IS APPLICABLE TO EMPLOYEES
FORM 990, PART VI, SECTION B, LINE 15	AN OUTSIDE COMPENSATION CONSULTANT IS HIRED TO COMPARE THE COMPENSATION OF TOP MANAGEMENT AND KEY EMPLOYEES TO NATIONAL, NOT-FOR-PROFIT SURVEY DATA PROVIDED BY WATSON AND WYATT
FORM 990, PART VI, SECTION C, LINE 19	THE ASSOCIATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST
FORM 990, PART IX, LINE 11G	OTHER PROFESSIONAL FEES PROGRAM SERVICE EXPENSES 1,929,471 MANAGEMENT AND GENERAL EXPENSES 826,169 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 2,755,640 SUB-CONTRACTS PROGRAM SERVICE EXPENSES 29,116,468 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 29,116,468
FORM 990, PART XI, LINE 9	NET CHANGE IN INTEREST RATE SWAP -213,239
FORM 990, PART XII, LINE 2C	THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

# **SCHEDULE R (Form 990)**

## Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

## UNIVERSITIES SPACE RESEARCH ASSOCIATION

**Employer identification number**

52-089206

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

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

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

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

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

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

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

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) USRA VOLUNTARY EMPLOYEE BENEFITS ASSOCIATION	R	31,529	FAIR MARKET VALUE

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

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

**Part VII Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Schedule R (Form 990) 2013