

Return of Organization Exempt From Income Tax

2011

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning , 2011, **and ending** , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE POPULATION COUNCIL, INC. Doing Business As			D Employer identification number 13-1687001	
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	E Telephone number (212) 339-0500	
	ONE DAG HAMMARSKJOLD PLAZA City or town, state or country, and ZIP + 4 NEW YORK, NY 10017				
	F Name and address of principal officer: PETER DONALDSON ONE DAG HAMMARSKJOLD PLAZA 9TH FL, NEW YORK, NY 10017			G Gross receipts \$ 177,025,144. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527					
J Website: ▶ WWW.POPCOUNCIL.ORG					
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				L Year of formation: 1952 M State of legal domicile: NY	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	18.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16.
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	304.
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total gross 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	
Revenue	8	Contributions and grants (Part VIII, line 1h)	42,845,550.	59,340,421.
	9	Program service revenue (Part VIII, line 2g)	0	0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,110,724.	3,420,361.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11,157,082.	8,128,762.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	56,113,356.	70,889,544.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	15,858,386.	11,206,273.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	40,475,252.	41,911,115.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
		b Total fundraising expenses (Part IX, column (D), line 25) ▶ 549,029.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	33,943,524.	31,963,451.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	90,277,162.	85,080,839.
19	Revenue less expenses. Subtract line 18 from line 12	-34,163,806.	-14,191,295.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	157,996,594.	135,947,611.
	21	Total liabilities (Part X, line 26)	30,684,695.	32,055,273.
	22	Net assets or fund balances. Subtract line 21 from line 20	127,311,899.	103,892,338.

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 SCOTT NEWMAN, CFO AND TREASURER	Date			
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Barbara E. Hunt, Sr Tax Mgr	<i>Barbara E. Hunt</i>	8/13/12	<input type="checkbox"/>	P00916443
	Firm's name ▶ KPMG LLP	EIN ▶ 13-5565207		Phone no. ▶ 212-758-9700	
	Firm's address ▶ 345 PARK AVENUE NEW YORK, NY 10154-0102				

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2010)

Application for Extension of Time To File an Exempt Organization Return

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE POPULATION COUNCIL, INC	<input type="checkbox"/> 13-1687001
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	ONE DAG HAMMARSKJOLD PLAZA	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10017	

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

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

- The books are in the care of ▶ SCOTT NEWMAN

Telephone No. ▶ 212-339-0655 FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 2011 or
- ▶ tax year beginning _____, 20____, and ending _____, 20____.

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

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

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

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission:

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 36,477,107. including grants of \$ 5,629,845.) (Revenue \$)
REPRODUCTIVE HEALTH (RH) SEE SCHEDULE O

4b (Code:) (Expenses \$ 22,505,317. including grants of \$ 4,343,543.) (Revenue \$)
HIV AND AIDS (HIV) SEE SCHEDULE O

4c (Code:) (Expenses \$ 11,675,004. including grants of \$ 1,232,885.) (Revenue \$)
POVERTY, GENDER AND YOUTH (PGY) SEE SCHEDULE O

4d Other program services (Describe in Schedule O.) ATTACHMENT 1
(Expenses \$ 1,606,863. including grants of) (Revenue \$ 91,014.)

4e Total program service expenses 72,264,291.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 4 columns: Question ID, Question Description, Yes, No. Rows include 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, 9.

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

Table with 4 columns: Question ID, Question Description, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed DC, NY,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
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: SCOTT NEWMAN, CFO & TREASURER ONE DAG HAMMARSKJOLD PL. NEW YORK, NY 10017 (212)339-0655

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PETER J. DONALDSON PRESIDENT	40.00	X		X				467,472.	0	47,183.
(2) MARK A. WALKER CHAIRMAN OF THE BOARD	1.00	X						0	0	0
(3) DARCY BRADBURY TRUSTEE	1.00	X						0	0	0
(4) PETER BRANDT TRUSTEE EFFECTIVE JULY 2011	1.00	X						0	0	0
(5) HOWARD COX TRUSTEE	1.00	X						0	0	0
(6) WAFAA EL-SADR TRUSTEE	1.00	X						0	0	0
(7) LYNN A. FOSTER TRUSTEE	1.00	X						0	0	0
(8) ANNA GLASIER TRUSTEE	1.00	X						19,512.	0	0
(9) VICTOR HALBERSTADT TRUSTEE	1.00	X						0	0	0
(10) WERNER HOLZER TRUSTEE UNTIL JUNE 2011	1.00	X						0	0	0
(11) HENRY L. KING TRUSTEE	1.00	X						0	0	0
(12) CHARLES D. KLEIN TRUSTEE	1.00	X						0	0	0
(13) ANNA MASTROIANNI TRUSTEE	1.00	X						0	0	0
(14) CHEIKH MBACKE TRUSTEE	1.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) ROBERT B. MILLARD TRUSTEE	1.00	X					0	0	0	
16) JOTHAM MUSINGUZI TRUSTEE	1.00	X					0	0	0	
17) ANNE R. PEBLEY TRUSTEE	1.00	X					0	0	0	
18) K SUJATHA RAO TRUSTEE EFFECTIVE JULY 2011	1.00	X					0	0	0	
19) ELIZABETH EDER ZOBEL DE AYALA TRUSTEE EFFECTIVE JULY 2011	1.00	X					0	0	0	
20) WENDY BALDWIN VP, PGY	40.00			X			123,449.	0	16,852.	
21) ANNE BLANC VP, PGY EFFECTIVE OCTOBER 2011	40.00			X			37,970.	0	1,554.	
22) JOHN BONGAARTS VP & DISTINGUISHED SCHOLAR	40.00			X			266,402.	0	47,183.	
23) SCOTT NEWMAN CFO AND TREASURER	40.00			X			213,156.	0	38,422.	
24) NAOMI RUTENBERG VP, HIV AND AIDS	40.00			X			237,601.	0	57,393.	
25) JAMES E. SAILER VP, CORPORATE AFFAIRS	40.00			X			235,318.	0	31,008.	
1b Sub-total							486,984.	0	47,183.	
c Total from continuation sheets to Part VII, Section A							2,958,803.	0	684,027.	
d Total (add lines 1b and 1c)							3,445,787.	0	731,210.	

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 **75**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **9**

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) JOHN W. TOWNSEND VP, REPRODUCTIVE HEALTH	40.00			X			256,177.	0	57,393.	
(27) PATRICIA C. VAUGHAN GENERAL COUNSEL & SECRETARY	40.00			X			226,128.	0	38,422.	
(28) MARIA DEL MAR AGUILAR DIRECTOR INTERNATIONAL SUPPORT	40.00				X		155,147.	0	42,467.	
(29) IAN ASKEW DIRECTOR, RH SERVICES	45.00					X	244,374.	0	116,428.	
(30) ANNABEL ERULKAR SEN ASSOC. & COUNTRY DIRECTOR	45.00					X	203,688.	0	36,610.	
(31) ANDREA ESCHEN DIRECTOR, DEVELOPMENT	40.00					X	174,054.	0	55,114.	
(32) SAMUEL KALIBALA SEN ASSOC & COUNTRY DIRECTOR	45.00					X	192,093.	0	40,605.	
(33) VICTOR PAULUS GLOBAL HEAD REG AFFAIRS & QA	40.00					X	201,965.	0	57,393.	
(34) ANRUDH K. JAIN DISTINGUISHED SCHOLAR	40.00					X	191,281.	0	47,183.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **▶** 75

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a	13,604.				
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions) . .	1e	39,590,710.				
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	19,736,107.				
	g Noncash contributions included in lines 1a-1f: \$		2,057,481.				
	h Total. Add lines 1a-1f			59,340,421.			
	Program Service Revenue	Business Code					
2a _____							
b _____							
c _____							
d _____							
e _____							
f All other program service revenue							
g Total. Add lines 2a-2f			0				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			1,700,869.			1,700,869.
	4 Income from investment of tax-exempt bond proceeds . . .			0			
	5 Royalties			8,037,748.			8,037,748.
		(i) Real	(ii) Personal				
	6a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)			0			
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory			107,777,958.	77,134.		
	b Less: cost or other basis and sales expenses			106,110,058.	25,542.		
	c Gain or (loss)			1,667,900.	51,592.		
	d Net gain or (loss)			1,719,492.			1,719,492.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
c Net income or (loss) from fundraising events			0				
9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b						
c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue			Business Code				
11a PUBLICATIONS REVENUE		511190	60,799.	60,799.			
b MISCELLANEOUS REVENUE		900099	30,215.	30,215.			
c _____							
d All other revenue							
e Total. Add lines 11a-11d			91,014.				
12 Total revenue. See instructions			70,889,544.	91,014.		11,458,109.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	4,518,772.	4,518,772.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	746,410.	746,410.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	5,941,091.	5,941,091.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	2,475,622.	1,580,032.	832,125.	63,465.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	29,352,517.	23,881,079.	5,240,987.	230,451.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,105,203.	2,396,147.	676,752.	32,304.
9 Other employee benefits	5,492,709.	4,238,479.	1,197,088.	57,142.
10 Payroll taxes	1,485,064.	1,145,958.	323,657.	15,449.
11 Fees for services (non-employees):				
a Management	0			
b Legal	564,730.	398,823.	165,907.	
c Accounting	486,391.	109,392.	376,999.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	192,770.		192,770.	
g Other	9,533,296.	9,187,621.	332,961.	12,714.
12 Advertising and promotion	163,116.	163,116.		
13 Office expenses	1,552,396.	1,182,791.	362,363.	7,242.
14 Information technology	870,032.	479,644.	376,040.	14,348.
15 Royalties	0			
16 Occupancy	6,409,573.	5,148,371.	1,218,665.	42,537.
17 Travel	4,126,483.	3,941,616.	173,738.	11,129.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	3,121,123.	2,971,262.	125,515.	24,346.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,087,347.	757,946.	329,401.	
23 Insurance	473,753.	315,761.	157,992.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>BAD DEBTS</u>	5,261.	5,261.		
b <u>LAB SUPPLIES, EQUIP AND MAIN</u>	2,246,458.	2,246,458.		
c <u>PRINTING & PUBLICATIONS</u>	949,005.	781,206.	134,390.	33,409.
d <u>OTHER</u>	181,717.	127,055.	50,169.	4,493.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	85,080,839.	72,264,291.	12,267,519.	549,029.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	11,270,443.	1	10,409,371.
	2 Savings and temporary cash investments	260,270.	2	260,824.
	3 Pledges and grants receivable, net	29,185,666.	3	16,109,583.
	4 Accounts receivable, net	2,778,796.	4	3,158,237.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	7,581,311.	9	7,406,686.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 22,701,912.		
	b Less: accumulated depreciation	10b 16,155,884.	7,211,691.	10c 6,546,028.
	11 Investments - publicly traded securities	83,329,460.	11	54,684,613.
	12 Investments - other securities. See Part IV, line 11	16,378,957.	12	37,372,269.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	157,996,594.	16	135,947,611.	
Liabilities	17 Accounts payable and accrued expenses	5,140,570.	17	4,895,120.
	18 Grants payable	10,038,223.	18	5,915,559.
	19 Deferred revenue	5,187,925.	19	8,708,840.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	1,506,000.	23	1,506,000.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	8,811,977.	25	11,029,754.
	26 Total liabilities. Add lines 17 through 25	30,684,695.	26	32,055,273.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	82,996,767.	27	75,164,238.
	28 Temporarily restricted net assets	38,829,356.	28	23,242,324.
	29 Permanently restricted net assets	5,485,776.	29	5,485,776.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	127,311,899.	33	103,892,338.	
34 Total liabilities and net assets/fund balances	157,996,594.	34	135,947,611.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	70,889,544.
2	Total expenses (must equal Part IX, column (A), line 25)	2	85,080,839.
3	Revenue less expenses. Subtract line 2 from line 1	3	-14,191,295.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	127,311,899.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-9,228,266.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	103,892,338.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
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.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
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	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III - Functionally integrated d Type III - Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (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?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f); 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities, whether or not the business is regularly carried on; 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) ATCH-1; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 84.96%; 15 Public support percentage from 2010 Schedule A, Part II, line 14 83.75%; 16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization [X]; 16b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
 If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
PUBLICATIONS REVENUE	29,115.	30,796.	31,795.	31,326.	60,799.	183,831.
MISCELLANEOUS REVENUE		1,047.	29,651.	14,117.	30,215.	75,030.
TOTALS	<u>29,115.</u>	<u>31,843.</u>	<u>61,446.</u>	<u>45,443.</u>	<u>91,014.</u>	<u>258,861.</u>

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE POPULATION COUNCIL, INC.

Employer identification number
13-1687001

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 30,922,358.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 5,312,772.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 2,569,302.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 2,049,032.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 1,650,953.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 1,645,938.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 1,419,855.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	----- ----- -----	\$ 1,261,703.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization **THE POPULATION COUNCIL, INC.**

Employer identification number
13-1687001

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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.**

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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 organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
---	---

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ 0
- 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. ▶ \$ 0
- 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-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

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

Schedule C (Form 990 or 990-EZ) 2011

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

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)		1,164.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)		1,164.													
d Other exempt purpose expenditures		85,080,839.													
e Total exempt purpose expenditures (add lines 1c and 1d)		85,082,003.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0	0												
i Subtract line 1f from line 1c. If zero or less, enter -0-		0	0												
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2 a Lobbying nontaxable amount				1,000,000.	1,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					1,500,000.
c Total lobbying expenditures				1,164.	1,164.
d Grassroots nontaxable amount				250,000.	250,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					375,000.
f Grassroots lobbying expenditures				1,164.	1,164.

Schedule C (Form 990 or 990-EZ) 2011

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)).

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include questions about lobbying activities like influencing legislation, using volunteers, paid staff, media, mailings, publications, grants, direct contact, rallies, and other activities.

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

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

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."

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

Series of horizontal dashed lines provided for entering supplemental information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization: THE POPULATION COUNCIL, INC. Employer identification number: 13-1687001

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for totals, 5-6 for questions about donor advisement.

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

Questions 1-9 regarding conservation easements, including a table for 'Held at the End of the Tax Year' with rows 2a-2d.

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.

Questions 1a-1b and 2a-2b regarding collections of art and historical treasures, including dollar amounts.

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2011

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

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?

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

Table with columns for Amount and rows for 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

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

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

Table with columns (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back and rows for 1a-1g: Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, 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 84.3200%
b Permanent endowment 6.5700%
c Temporarily restricted endowment 9.1100%

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

Table with columns Yes, No and rows 3a(i), 3a(ii), 3b.

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

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with columns (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value and rows for 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) LIMITED PARTNERSHIPS	21,179,961.	FMV
(B) FIXED INCOME	16,192,308.	FMV
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	37,372,269.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)		

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT CREDIT	1,004,137.
(3) ACCRUED LEASE OBLIGATION	773,118.
(4) POSTRETIREMENT MEDICAL BENEFIT	9,252,499.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	11,029,754.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	70,889,544.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	85,080,839.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-14,191,295.
4	Net unrealized gains (losses) on investments	4	-6,249,895.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-2,978,371.
9	Total adjustments (net). Add lines 4 through 8	9	-9,228,266.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-23,419,561.

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

1	Total revenue, gains, and other support per audited financial statements	1	64,446,879.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-6,249,895.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	-6,249,895.
3	Subtract line 2e from line 1	3	70,696,774.
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	192,770.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	192,770.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	70,889,544.

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

1	Total expenses and losses per audited financial statements	1	84,944,937.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	56,868.
e	Add lines 2a through 2d	2e	56,868.
3	Subtract line 2e from line 1	3	84,888,069.
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	192,770.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	192,770.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	85,080,839.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

SCHEDULE D, PART V, LINE 4

INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS

THE JOHN D ROCKEFELLER 3RD MEMORIAL FUND MAY BE USED BY THE BOARD OF TRUSTEES AT THEIR DISCRETION TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL.

THE SURDNA FUND SUPPORTS BIOMEDICAL RESEARCH ACTIVITIES.

THE SANDRA FERRY FUND SUPPORTS ACTIVITIES ADDRESSING THE ROLE OF WOMEN IN THE WORLD.

THE DEWITT WALLACE FELLOWSHIP ENDOWMENT PROVIDES A PERMANENT, RELIABLE FINANCIAL BASIS FROM WHICH TO SUPPORT ADVANCED RESEARCH AND TRAINING OF SOCIAL AND BIOMEDICAL SCIENTISTS IN THE POPULATION FIELD.

THE NEW CAPITAL CAMPAIGN GENERAL FUND MAY BE USED BY THE BOARD OF TRUSTEES, AT ITS DISCRETION, TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL.

THE CBR ENDOWMENT IS INTENDED TO SUPPORT RENOVATIONS, EXPANSION AND OPERATIONS OF THE CENTER FOR BIOMEDICAL RESEARCH (CBR) LAB FACILITIES.

THE DR. CHRISTOPHER TIETZE FELLOWSHIP FUND SUPPORTS FELLOWSHIPS IN REPRODUCTIVE EPIDEMIOLOGY.

THE EXCESS ROYALTY FUND WAS ESTABLISHED BY THE POPULATION COUNCIL'S BOARD

Part XIV Supplemental Information (continued)

OF TRUSTEES AND MAY BE USED BY THE BOARD OF TRUSTEES, AT ITS DISCRETION,
TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL.

THE GEORGE J. HECHT FUND MAY BE USED TO SUPPORT: DEVELOPING CONTRACEPTIVE
DEVICES; DEVELOPING OTHER CONTRACEPTIVE OR BIRTH CONTROL MEASURES;
PROVIDING SUCH DEVICES OR MEASURES; INSTRUCTION IN THE USE OF SUCH
DEVICES OR MEASURES; AND/OR FAMILY PLANNING TO REDUCE THE FERTILITY OF
SUCH OVERPOPULATED COUNTRIES AS THE COUNCIL SHALL DETERMINE.

THE POLICY RESEARCH ENDOWMENT FUND SUPPORTS THE PROGRAM ACTIVITIES OF THE
POVERTY, GENDER AND YOUTH PROGRAM (FORMALLY KNOWN AS THE POLICY RESEARCH
DIVISION.)

SCHEDULE D, PART XI LINE 8

RECONCILIATION OF NET ASSETS

GAIN ON LEASE OBLIGATION AND OTHER, NET	520,763
PENSION AND OTHER POSTRETIREMENT CHARGES OTHER	
THAT NET PERIODIC BENEFIT COST	(3,111,204)
WRITE-OFF OF CONTRIBUTION RECEIVABLE	(331,062)
REPRESENTS RETURNS OF GRANTS AND OTHER	
ASSISTANCE GIVEN TO INDIVIDUALS OUTSIDE	
THE UNITED STATES	(56,868)

TOTAL TO LINE 8	(2,978,371)

Part XIV Supplemental Information (continued)

SCHEDULE D, PART XIII, LINE 2D

RECONCILIATION OF EXPENSES

REPRESENTS RETURNS OF GRANTS AND OTHER ASSISTANCE GIVEN TO INDIVIDUALS

OUTSIDE THE UNITED STATES TOTALING \$56,868

SCHEDULE D, FIN 48 - UNCERTAIN TAX POSITIONS

IN 2009, THE COUNCIL ADOPTED ACCOUNTING STANDARDS UPDATE NO. 2009-06, IMPLEMENTATION GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES AND DISCLOSURE AMENDMENTS FOR NONPUBLIC ENTITIES, IN CONJUNCTION WITH ITS ADOPTION OF FASB INTERPRETATION NO. 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES (NOW INCLUDED IN ACCOUNTING STANDARD CODIFICATION (ASC SUBTOPIC 740-10)). THE COUNCIL RECOGNIZES THE EFFECTS OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT TO BE SUSTAINED. THERE WAS NO SIGNIFICANT IMPACT ON THE COUNCIL'S FINANCIAL STATEMENTS AS A RESULT OF ADOPTION OF THIS STANDARD AND ACCORDINGLY, NO PROVISION FOR INCOME TAXES WAS REFLECTED IN THE AUDITED FINANCIAL STATEMENTS.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

THE POPULATION COUNCIL, INC.

13-1687001

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	1.	10.	PROGRAM SERVICES	RH; PGY	718,615.
(2) CENTRAL AMERICA/CARIBBEAN			GRANTMAKING		92,244.
(3) EAST ASIA AND THE PACIFIC	1.	6.	PROGRAM SERVICES	RH	688,311.
(4) EAST ASIA AND THE PACIFIC			GRANTMAKING		782,307.
(5) EUROPE			GRANTMAKING		446,259.
(6) MIDDLE EAST AND NORTH AFRICA	1.	27.	PROGRAM SERVICES	RH; HIV; PGY	1,595,555.
(7) MIDDLE EAST AND NORTH AFRICA			GRANTMAKING		34,363.
(8) NORTH AMERICA	1.	6.	PROGRAM SERVICES	RH; HIV; PGY	1,524,128.
(9) NORTH AMERICA			GRANTMAKING		45,792.
(10) SOUTH AMERICA			PROGRAM SERVICES	RH	18,222.
(11) SOUTH AMERICA			GRANTMAKING		35,973.
(12) SOUTH ASIA	3.	162.	PROGRAM SERVICES	RH; HIV; PGY	7,713,785.
(13) SOUTH ASIA			GRANTMAKING		2,979,180.
(14) SUB-SAHARAN AFRICA	10.	172.	PROGRAM SERVICES	RH; HIV; PGY	16,481,019.
(15) SUB-SAHARAN AFRICA			GRANTMAKING		1,815,065.
(16) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		11,117,320.
(17)					
3a Sub-total	17.	383.			46,088,138.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	17.	383.			46,088,138.

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

Schedule F (Form 990) 2011

JSA
1E1274 1.000

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			CENT. AMERICA/CARIBBEAN	PGY	17,640.	WIRE			
(2)			CENT. AMERICA/CARIBBEAN	RH	80,317.	WIRE			
(3)			EAST ASIA AND THE PACIFI	RH	45,678.	WIRE			
(4)			EAST ASIA AND THE PACIFI	RH	64,410.	WIRE			
(5)			EAST ASIA AND THE PACIFI	RH	64,865.	WIRE			
(6)			EAST ASIA/PACIFIC	RH	78,396.	WIRE			
(7)			EAST ASIA AND THE PACIFI	RH	92,206.	WIRE			
(8)			EAST ASIA AND THE PACIFI	RH	116,746.	WIRE			
(9)			EAST ASIA AND THE PACIFI	RH	323,337.	WIRE			
(10)			EUROPE/ICELAND/GREENLAND	PGY	16,371.	WIRE			
(11)			EUROPE/ICELAND/GREENLAND	PGY	24,366.	WIRE			
(12)			EUROPE/ICELAND/GREENLAND	RH	37,935.	WIRE			
(13)			EUROPE/ICELAND/GREENLAND	RH	150,000.	WIRE			
(14)			EUROPE/ICELAND/GREENLAND	HIV	186,836.	WIRE			
(15)			NORTH AMERICA	RH	35,965.	WIRE			
(16)			SOUTH AMERICA	RH	36,720.	WIRE			

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

3 Enter total number of other organizations or entities

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA	RH	7,666.	WIRE			
(2)			SOUTH ASIA	RH	16,517.	WIRE			
(3)			SOUTH ASIA	HIV	17,500.	WIRE			
(4)			SOUTH ASIA	HIV	25,075.	WIRE			
(5)			SOUTH ASIA	RH	26,505.	WIRE			
(6)			SOUTH ASIA	HIV/PGY	39,453.	WIRE			
(7)			SOUTH ASIA	RH	39,828.	WIRE			
(8)			SOUTH ASIA	RH	62,373.	WIRE			
(9)			SOUTH ASIA	RH	73,108.	WIRE			
(10)			SOUTH ASIA	RH	150,000.	WIRE			
(11)			SOUTH ASIA	HIV	465,459.	WIRE			
(12)			SOUTH ASIA	RH	535,573.	WIRE			
(13)			SOUTH ASIA	RH	557,375.	WIRE			
(14)			SOUTH ASIA	RH	973,294.	WIRE			
(15)			SUB-SAHARAN AFRICA	HIV	5,608.	WIRE			
(16)			SUB-SAHARAN AFRICA	RH	6,406.	WIRE			

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

3 Enter total number of other organizations or entities

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	PGY	7,467.	WIRE			
(2)			SUB-SAHARAN AFRICA	RH	8,825.	WIRE			
(3)			SUB-SAHARAN AFRICA	PGY	9,089.	WIRE			
(4)			SUB-SAHARAN AFRICA	HIV	14,899.	WIRE			
(5)			SUB-SAHARAN AFRICA	PGY	16,077.	WIRE			
(6)			SUB-SAHARAN AFRICA	PGY	16,222.	WIRE			
(7)			SUB-SAHARAN AFRICA	RH	17,100.	WIRE			
(8)			SUB-SAHARAN AFRICA	HIV	17,847.	WIRE			
(9)			SUB-SAHARAN AFRICA	PGY	18,556.	WIRE			
(10)			SUB-SAHARAN AFRICA	RH	23,548.	WIRE			
(11)			SUB-SAHARAN AFRICA	RH	23,691.	WIRE			
(12)			SUB-SAHARAN AFRICA	PGY	24,159.	WIRE			
(13)			SUB-SAHARAN AFRICA	RH	24,165.	WIRE			
(14)			SUB-SAHARAN AFRICA	RH	24,655.	WIRE			
(15)			SUB-SAHARAN AFRICA	RH	30,000.	WIRE			
(16)			SUB-SAHARAN AFRICA	RH	30,000.	WIRE			

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

3 Enter total number of other organizations or entities

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	HIV	37,472.	WIRE			
(2)			SUB-SAHARAN AFRICA	HIV	40,000.	WIRE			
(3)			SUB-SAHARAN AFRICA	HIV	41,346.	WIRE			
(4)			SUB-SAHARAN AFRICA	PGY	51,091.	WIRE			
(5)			SUB-SAHARAN AFRICA	PGY	62,286.	WIRE			
(6)			SUB-SAHARAN AFRICA	PGY	62,296.	WIRE			
(7)			SUB-SAHARAN AFRICA	RH	65,975.	WIRE			
(8)			SUB-SAHARAN AFRICA	RH	67,244.	WIRE			
(9)			SUB-SAHARAN AFRICA	RH	69,522.	WIRE			
(10)			SUB-SAHARAN AFRICA	HIV	75,279.	WIRE			
(11)			SUB-SAHARAN AFRICA	RH	76,000.	WIRE			
(12)			SUB-SAHARAN AFRICA	HIV	86,533.	WIRE			
(13)			SUB-SAHARAN AFRICA	PGY	94,457.	WIRE			
(14)			SUB-SAHARAN AFRICA	PGY	107,102.	WIRE			
(15)			SUB-SAHARAN AFRICA	HIV	108,161.	WIRE			
(16)			SUB-SAHARAN AFRICA	HIV	145,004.	WIRE			

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

3 Enter total number of other organizations or entities

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	RH	150,000.	WIRE			
(2)			SUB-SAHARAN AFRICA	PGY	165,450.	WIRE			
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 52.

3 Enter total number of other organizations or entities 10.

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) ADOLESCENT RESEARCH	CENT. AMERICA/CARIBBEAN	1.	3,000.	WIRE			
(2) ADOLESCENT RESEARCH	EUROPE/ICELAND/GREENLAND	4.	32,785.	WIRE			
(3) ADOLESCENT RESEARCH	MIDDLE EAST/NORTH AFRICA	6.	34,363.	WIRE			
(4) ADOLESCENT RESEARCH	NORTH AMERICA	2.	12,000.	WIRE			
(5) ADOLESCENT RESEARCH	SOUTH ASIA	1.	7,127.	WIRE			
(6) GENDER BASED VIOLENCE	SOUTH ASIA	1.	43,841.	WIRE			
(7) ADOLESCENT RESEARCH	SUB-SAHARAN AFRICA	1.	6,966.	WIRE			
(8) HIV & AIDS RESEARCH	SUB-SAHARAN AFRICA	1.	10,800.	WIRE			
(9) WOMEN'S EMPOWERMENT	SUB-SAHARAN AFRICA	1.	45,037.	WIRE			
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

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

Part V Supplemental Information

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

SCHEDULE F

MONITORING THE USE OF GRANT FUNDS OUTSIDE THE UNITED STATES

AWARDS AND CONTRACTS ARE AN IMPORTANT MEANS THROUGH WHICH THE COUNCIL CONDUCTS RESEARCH, TRANSFERS TECHNOLOGY AND STRENGTHENS INSTITUTIONAL POLICY WITHIN THE POPULATION FIELD. POTENTIAL SUB RECIPIENTS SUBMIT PROPOSALS TO THE COUNCIL WHICH ARE REVIEWED BY PROGRAMMATIC STAFF TO DETERMINE WHETHER THE TYPE OF STUDY THE INSTITUTION OR INDIVIDUAL IS CONDUCTING FURTHERS THE ACTIVITIES OF THE COUNCIL AND COMPLIES WITH THE PROVISIONS OF GRANTS MADE TO THE COUNCIL. IN ACCORDANCE WITH COUNCIL PROCEDURES, GRANTING OF AN AWARD REQUIRES APPROVAL BY THE COUNCIL'S PROGRAMMATIC, FINANCIAL, AND ADMINISTRATIVE STAFF TO ENSURE THE RECIPIENT IS QUALIFIED. IF THE AWARD IS FUNDED UNDER A GRANT TO THE COUNCIL, DONOR APPROVAL MAY ALSO BE REQUIRED. ONCE APPROVAL IS GRANTED, THE RECIPIENT AND THE TREASURER OF THE COUNCIL SIGN AN AGREEMENT, WHICH SPECIFIES PROGRAMMATIC REPORTING REQUIREMENTS AND A DISBURSEMENT SCHEDULE. PROGRAMMATIC STAFF PERIODICALLY MAKE SITE VISITS AND REVIEW PROJECT SUBSTANTIVE REPORTS. FINANCIAL STAFF REVIEW PERIODIC FINANCIAL REPORTS AND COORDINATE WITH PROJECT STAFF BEFORE FURTHER PAYMENTS ARE DISBURSED.

SCH F, PARTS II & III

SCHEDULE F, PART II EXCLUDES GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES UNDER \$5,000 THAT IN AGGREGATE TOTAL \$16,423 AND ALSO EXCLUDES RETURNED GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES THAT IN AGGREGATE TOTAL \$109,335.

Part V Supplemental Information

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

SCHEDULE F, PART III EXCLUDES RETURNED GRANTS AND OTHER ASSISTANCE TO
INDIVIDUALS OUTSIDE THE UNITED STATES THAT IN AGGREGATE TOTAL \$56,868.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	CLINTON HEALTH ACCESS INITIATIVE, INC. 383 DORCHESTER AVE BOSTON, MA 02127	271414646	501(C)(3)	204,074.				HIV
(2)	EHEALTH AND INFORMATION SYSTEMS NIGERIA 17971 SANTA CLARA AVE SANTA ANA, CA 92705	273049982	501(C)(3)	70,780.				RH
(3)	ELISABETH GLASER PEDIATRIC AIDS FOUNDATION 1140 CT AVE NW WASHINGTON, DC 20036	954191698	501(C)(3)	7,689.				HIV
(4)	FAMILY HEALTH INTERNATIONAL 4401 WILSON BLVD ARLINGTON, VA 22203	237413005	501(C)(3)	16,780.				HIV
(5)	FAMILY HEALTH INTERNATIONAL 2224 E NC HWY 54 DURHAM, NC 27713	943145385	501(C)(3)	10,358.				HIV
(6)	FUTURES GROUP INTERNATIONAL, LLC 1000 MAIN STREET DURHAM, NC 27701	261509671	501(C)(3)	21,000.				HIV
(7)	GOBEE GROUP LLC 227 BELLEVUE WAY NE BELLEVUE, WA 98004	272767701	N/A	58,988.				RH
(8)	GOBEE GROUP LLC 227 BELLEVUE WAY NE BELLEVUE, WA 98004	272767701	N/A	62,843.				RH
(9)	INSTITUTE OF INTERNATIONAL EDUCATION, INC. 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	131624046	501(C)(3)	43,899.				HIV
(10)	INVEST IN KNOWLEDGE INITIATIVE (IKI) 81 CHILD STREET, #2 JAMAICA PLAIN, MA 02130	201976034	501(C)(3)	184,797.				PGY
(11)	IPPF - WESTERN HEMISPHERE REGION 125 MAIDEN LANE, 9TH NEW YORK, NY 10038	131845455	501(C)(3)	19,333.				PGY
(12)	JOHNS HOPKINS BLOOMBERG SCHOOL OF PUBLIC HE 615 NORTH WOLFE STREET BALTIMORE, MD 21205	520595110	501(C)(3)	91,579.				RH

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

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

Schedule I (Form 990) (2011)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	LOS ANGELES BIOMEDICAL RESEARCH INSTITUTE 1124 WEST CARSON STREET TORRANCE, CA 90502	952138184	501(C)(3)	65,079.				RH
(2)	MAKING CENTS INTERNATIONAL 11550 30TH STREET NW WASHINGTON, DC 20007	841672193	N/A	20,000.				PGY
(3)	PROJECT CONCERN INTERNATIONAL 5151 MURPHY CANYON RD SAN DIEGO, CA 92123	952248462	501(C)(3)	182,208.				HIV
(4)	SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	060726487	501(C)(3)	981,348.				RH
(5)	UNIVERSITY OF CALIFORNIA, SAN FRANCISCO CAM 333 CALIFORNIA ST SAN FRANCISCO, CA 94118	946036493	501(C)(3)	6,143.				HIV
(6)	TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	720423889	501(C)(3)	8,564.				HIV
(7)	TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	720423889	501(C)(3)	145,311.				HIV
(8)	TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	720423889	501(C)(3)	169,451.				HIV
(9)	TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	720423889	501(C)(3)	676,447.				HIV
(10)	TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	720423889	501(C)(3)	1,515,136.				HIV
(11)	UNIVERSITY OF ILLINOIS 1901 SOUTH FIRST ST CHAMPAIGN, IL 61820	376000511	501(C)(3)	134,270.				RH
(12)	UNIVERSITY OF UTAH 1471 FEDERAL WAY SALT LAKE CITY, UT 84102	876000525	501(C)(3)	137,700.				HIV

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

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

Schedule I (Form 990) (2011)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE NE SEATTLE, WA 98195	916001537	501(C)(3)	41,051.				RH
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 18.

3 Enter total number of other organizations listed in the line 1 table 2.

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

Schedule I (Form 990) (2011)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 REPRODUCTIVE HEALTH RESEARCH	16.	184,189.			
2 HIV & AIDS RESEARCH	9.	290,388.			
3 ADOLESCENT RESEARCH	5.	56,773.			
4 POVERTY & GENDER RESEARCH	2.	69,375.			
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I

MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES:

AWARDS AND CONTRACTS ARE AN IMPORTANT MEANS THROUGH WHICH THE COUNCIL CONDUCTS RESEARCH, TRANSFERS TECHNOLOGY AND STRENGTHENS INSTITUTIONAL POLICY WITHIN THE POPULATION FIELD. POTENTIAL SUB RECIPIENTS SUBMIT PROPOSALS TO THE COUNCIL WHICH ARE REVIEWED BY PROGRAMMATIC STAFF TO DETERMINE WHETHER THE TYPE OF STUDY THE INSTITUTION OR INDIVIDUAL IS CONDUCTING FURTHERS THE ACTIVITIES OF THE COUNCIL AND COMPLIES WITH THE PROVISIONS OF GRANTS MADE TO THE COUNCIL. IN ACCORDANCE WITH COUNCIL PROCEDURES, GRANTING OF AN AWARD REQUIRES APPROVAL BY THE COUNCIL

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

PROGRAMMATIC, FINANCIAL, AND ADMINISTRATIVE STAFF TO ENSURE THE RECIPIENT IS QUALIFIED. IF THE AWARD IS FUNDED UNDER A GRANT TO THE COUNCIL, DONOR APPROVAL MAY ALSO BE REQUIRED. ONCE APPROVAL IS GRANTED, THE RECIPIENT AND THE TREASURER OF THE COUNCIL SIGN AN AGREEMENT, WHICH SPECIFIES PROGRAMMATIC REPORTING REQUIREMENTS AND A DISBURSEMENT SCHEDULE. PROGRAMMATIC STAFF PERIODICALLY MAKE SITE VISITS AND REVIEW PROJECT SUBSTANTIVE REPORTS. FINANCIAL STAFF REVIEW PERIODIC FINANCIAL REPORTS AND COORDINATE WITH PROJECT STAFF BEFORE FURTHER PAYMENTS ARE DISBURSED.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCH I, PART II

SCHEDULE I, PART II EXCLUDES RETURNED GRANTS AND OTHER ASSISTANCE TO GOVERNMENTS AND ORGANIZATIONS IN THE UNITED STATES THAT IN AGGREGATE TOTAL \$443,594.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I Questions Regarding Compensation

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

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

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

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

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

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

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

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

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 PETER J. DONALDSON	(i)	380,638.	0	86,834.	29,100.	19,806.	516,378.
	(ii)	0	0	0			
2 MARIA DEL MAR AGUILAR	(i)	154,517.	0	630.	24,384.	19,704.	199,235.
	(ii)	0	0	0			
3 JOHN BONGAARTS	(i)	244,568.	0	21,834.	29,100.	19,806.	315,308.
	(ii)	0	0	0			
4 SCOTT NEWMAN	(i)	195,690.	0	17,466.	29,100.	11,044.	253,300.
	(ii)	0	0	0			
5 NAOMI RUTENBERG	(i)	220,135.	0	17,466.	29,100.	30,016.	296,717.
	(ii)	0	0	0			
6 JAMES E. SAILER	(i)	234,898.	0	420.	29,100.	3,630.	268,048.
	(ii)	0	0	0			
7 JOHN W. TOWNSEND	(i)	253,405.	0	2,772.	29,100.	30,016.	315,293.
	(ii)	0	0	0			
8 PATRICIA C. VAUGHAN	(i)	225,162.	0	966.	29,100.	11,044.	266,272.
	(ii)	0	0	0			
9 ANRUDH K. JAIN	(i)	166,129.	0	25,152.	29,100.	19,795.	240,176.
	(ii)	0	0	0			
10 IAN ASKEW	(i)	215,724.	0	28,650.		128,168.	372,542.
	(ii)	0	0	0			
11 ANNABEL ERULKAR	(i)	203,058.	0	630.	20,072.	19,513.	243,273.
	(ii)	0	0	0			
12 ANDREA ESCHEN	(i)	173,088.	0	966.	26,821.	31,971.	232,846.
	(ii)	0	0	0			
13 SAMUEL KALIBALA	(i)	171,034.	0	21,059.		44,805.	236,898.
	(ii)	0	0	0			
14 VICTOR PAULUS	(i)	201,965.	0	0	29,100.	36,016.	267,081.
	(ii)	0	0	0			
15	(i)						
	(ii)						
16	(i)						
	(ii)						

Part III Supplemental Information

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

SCHEDULE J

ANNA GLASIER - REPORTABLE COMPENSATION

ANNA GLASIER SERVES AS CONSULTING SENIOR SCIENTIST TO THE POPULATION COUNCIL'S INTERNATIONAL COMMITTEE FOR CONTRACEPTION RESEARCH (ICCR) DUE TO HER EXPERTISE IN THIS FIELD. COMMITTEE MEMBERS ARE EXPECTED TO UNDERTAKE PLANNING, EXECUTION, AND SUPERVISION OF RESEARCH AND DEVELOPMENT ACTIVITIES RELATED TO NEW LEADS IN LABORATORIES FUNDED THROUGH THE COMMITTEE. POTENTIAL AND PERCEIVED CONFLICTS OF INTEREST ARE REQUIRED TO BE DISCLOSED BY WRITTEN POLICY AND CONSENT. WHEN APPROPRIATE AND AS APPLICABLE, THOSE COMMITTEE MEMBERS WITH POTENTIAL CONFLICTS RECUSE THEMSELVES FROM FUNDING DECISIONS.

FORM 990, SCH J, PART I, LINE 2

PART I: LINE 2

THERE IS ONLY ONE HOUSING ALLOWANCE AUTHORIZED AS PART OF THE COMPENSATION PACKAGE APPROVED BY THE BOARD OF TRUSTEES, AND PAID TO THE PRESIDENT, WHO RECEIVES IT, PAID BI-MONTHLY AND TREATED AS TAXABLE INCOME, IN ADDITION TO THE PRESIDENT'S ANNUAL SALARY. THIS IS A HOUSING ALLOWANCE AND AS SUCH DOES NOT REQUIRE SUBSTANTIATION PRIOR TO

Part III Supplemental Information

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

REIMBURSEMENT.

FORM 990, SCH J, PART II

THE COUNCIL'S POLICIES INCLUDE PROVIDING RELOCATION, HOUSING AND
DEPENDENT EDUCATION ALLOWANCES TO U. S. EXPATRIATES AND THIRD COUNTRY
NATIONAL EMPLOYEES HIRED AS INTERNATIONAL EMPLOYEES FROM THE COUNCIL'S
U.S. HEADQUARTERS TO WORK AT ONE OF THE COUNCIL'S INTERNATIONAL OFFICES.
THESE BENEFITS ARE REPORTED AS OTHER REPORTABLE COMPENSATION FOR U.S.
EMPLOYEES AND AS NONTAXABLE BENEFITS FOR FOREIGN EMPLOYEES.

THE COUNCIL'S POLICIES INCLUDE PROVIDING EMPLOYEES WITH EMPLOYER
CONTRIBUTIONS TO A DEFINED CONTRIBUTION 403(B) RETIREMENT PLAN. ANY
EMPLOYEE OF THE COUNCIL OTHER THAN A NON-RESIDENT ALIEN WITH NO
U.S.-SOURCE INCOME IS ELIGIBLE TO PARTICIPATE IN THE PLAN. EFFECTIVE
JANUARY 2009, CHANGES TO THE LAWS THAT GOVERN CONTRIBUTIONS TO DEFINED
CONTRIBUTION 403(B) ACCOUNTS PREVENT THESE EMPLOYER CONTRIBUTIONS FROM
BEING DEPOSITED INTO 403(B) ACCOUNTS FOR FOREIGN EMPLOYEES. THEREFORE
THE COUNCIL PROVIDES THE EMPLOYER CONTRIBUTIONS DIRECTLY TO THE COUNCIL'S
FOREIGN EMPLOYEES AND THE AMOUNTS ARE REPORTED AS OTHER REPORTABLE

Part III Supplemental Information

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

COMPENSATION.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization
THE POPULATION COUNCIL, INC.

Employer identification number
13-1687001

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	9.	2,057,481.	PROCEEDS
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2011)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

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 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.**

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

FORM 990, PART I, LINE 1

THE POPULATION COUNCIL CONFRONTS CRITICAL HEALTH AND DEVELOPMENT
ISSUES-FROM STOPPING THE SPREAD OF HIV TO IMPROVING REPRODUCTIVE HEALTH
AND ENSURING THAT YOUNG PEOPLE LEAD FULL AND PRODUCTIVE LIVES. THROUGH
BIOMEDICAL, SOCIAL SCIENCE, AND PUBLIC HEALTH RESEARCH IN 50 COUNTRIES,
WE WORK WITH OUR PARTNERS TO DELIVER SOLUTIONS THAT LEAD TO MORE
EFFECTIVE POLICIES, PROGRAMS, AND TECHNOLOGIES THAT IMPROVE LIVES AROUND
THE WORLD. ESTABLISHED IN 1952 AND HEADQUARTERED IN NEW YORK, THE COUNCIL
IS A NONGOVERNMENTAL, NONPROFIT ORGANIZATION GOVERNED BY AN INTERNATIONAL
BOARD OF TRUSTEES.

POPULATION COUNCIL RESEARCHERS WORK WITHIN THREE PROGRAM AREAS: HIV AND
AIDS; POVERTY, GENDER, AND YOUTH; AND REPRODUCTIVE HEALTH.

HIV AND AIDS. THE GOAL OF THIS PROGRAM IS TO ARREST THE SPREAD OF HIV IN
DEVELOPING COUNTRIES, ESPECIALLY AMONG THE GROWING NUMBER OF WOMEN AND
GIRLS AFFECTED, AND TO ENABLE PEOPLE TO MITIGATE THE IMPACT OF THE
DISEASE ON THEIR OWN HEALTH AND ON THEIR FAMILIES AND COMMUNITIES.

COUNCIL STAFF MEMBERS CONDUCT BASIC RESEARCH ON TRANSMISSION OF HIV AND
ARE DEVELOPING A MICROBICIDE TO REDUCE WOMEN'S RISK OF HIV INFECTION. THE
COUNCIL ALSO COLLABORATES WITH PROGRAMS AROUND THE WORLD, ESPECIALLY IN
AFRICA, TO IMPROVE HIV PREVENTION, INCLUDING TESTING SERVICES AND
PROVIDING CARE AND TREATMENT TO PEOPLE LIVING WITH HIV.

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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POVERTY, GENDER, AND YOUTH. THE GOAL IS TO UNDERSTAND AND ADDRESS THE SOCIAL DIMENSIONS OF POVERTY IN DEVELOPING COUNTRIES. STAFF MEMBERS ARE STUDYING THE CRITICAL ELEMENTS IN SUCCESSFUL TRANSITIONS TO ADULTHOOD, ESPECIALLY THE ROLE OF EDUCATION, SOCIAL NETWORKS, AND SAFE SPACES FOR ADOLESCENT GIRLS. THE COUNCIL IS DEVELOPING AND EVALUATING EFFECTIVE INTERVENTIONS TO HELP GIRLS REMAIN IN SCHOOL OR HELP THEM RETURN, IF THEY HAVE LEFT SCHOOL. THE COUNCIL'S WORK HAS HAD A DEMONSTRABLE IMPACT IN EGYPT, GUATEMALA, KENYA, SOUTH AFRICA, AND ELSEWHERE.

REPRODUCTIVE HEALTH. THE GOAL IS TO IMPROVE SEXUAL AND REPRODUCTIVE HEALTH, ESPECIALLY FOR DISADVANTAGED POPULATIONS IN DEVELOPING COUNTRIES. STAFF MEMBERS DEVELOP AND INTRODUCE NEW CONTRACEPTIVES AND MEANS TO PREVENT, DETECT, AND TREAT SEXUALLY TRANSMITTED INFECTIONS, HELP FORMULATE EVIDENCE-BASED POLICIES, AND EVALUATE INNOVATIONS IN SERVICE DELIVERY. WE COLLABORATE EXTENSIVELY WITH LOCAL AND REGIONAL GOVERNMENTS AND NONGOVERNMENTAL ORGANIZATIONS (NGOS) WORLDWIDE TO EXPAND ACCESS TO HIGH-QUALITY HEALTH SERVICES; INCREASE THE OPTIONS FOR SAFE, AFFORDABLE, AND REVERSIBLE CONTRACEPTION FOR MEN AND WOMEN; AND SHAPE POLICIES AND PROGRAMS TO IMPROVE HEALTH OUTCOMES.

THE COUNCIL'S FELLOWSHIP PROGRAMS HAVE HELPED ADVANCE THE CAREERS OF SOCIAL AND BIOMEDICAL SCIENTISTS, PUBLIC HEALTH RESEARCHERS, AND PROGRAM MANAGERS THROUGHOUT THE WORLD. THE WORK OF COUNCIL FELLOWS HAS FOSTERED RESEARCH AND INFORMED THE CREATION OF POPULATION, HEALTH, AND DEVELOPMENT POLICIES AND PROGRAMS.

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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THE COUNCIL'S WORLD-CLASS CENTER FOR BIOMEDICAL RESEARCH, LOCATED AT ROCKEFELLER UNIVERSITY, CONDUCTS RESEARCH IN CONTRACEPTION AND REPRODUCTIVE HEALTH. RESEARCHERS ARE STUDYING THE BIOLOGY OF MALE REPRODUCTION AND DEVELOPING NEW CONTRACEPTIVE TECHNOLOGIES. THE COUNCIL HAS RECENTLY COMPLETED CLINICAL TRIALS OF OUR NEW CONTRACEPTIVE VAGINAL RING. MORE THAN 120 MILLION WOMEN WORLDWIDE HAVE USED POPULATION COUNCIL DEVELOPED METHODS OF CONTRACEPTION, WHICH INCLUDE THE COPPER-BEARING INTRAUTERINE DEVICES (IUDS), JADELLE®, AND MIRENA®. THE CENTER ALSO DEVELOPS PRODUCTS TO INHIBIT THE TRANSMISSION OF HIV.

POPULATION COUNCIL RESEARCHERS ADVOCATE FOR SOLUTIONS TO REAL-WORLD PROBLEMS-SOLUTIONS THAT ARE EVIDENCE-BASED, RIGOROUSLY TESTED, EVALUATED, AND PROVEN EFFECTIVE. AFTER WE DEMONSTRATE THE EFFECTIVENESS OF A PROGRAM, WE PROMOTE ITS REPLICATION AND PROVIDE TECHNICAL ASSISTANCE TO SCALE IT UP, WHILE INFORMING POLICYMAKERS OF THE LESSONS LEARNED THROUGH CAREFUL MONITORING AND EVALUATION. USING OUR RESEARCH FINDINGS, OTHER ORGANIZATIONS DELIVER IMPROVED AND MORE COST-EFFECTIVE SERVICES THAT REACH PEOPLE MOST IN NEED.

THE COUNCIL STAFF CONSISTS OF APPROXIMATELY 600 WOMEN AND MEN FROM 32 COUNTRIES, HALF OF WHOM HOLD ADVANCED DEGREES. ROUGHLY 60 PERCENT ARE BASED OUTSIDE OF THE UNITED STATES. COUNCIL STAFF MEMBERS CONDUCT RESEARCH AND PROGRAMS IN 50 COUNTRIES.

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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RESEARCH, TECHNICAL ASSISTANCE, AND CAPACITY BUILDING ARE CARRIED OUT BY THE POPULATION COUNCIL'S U.S. AND FIELD OFFICES AND ITS THREE PROGRAM AREAS. HEADQUARTERS AND THE COUNCIL'S CENTER FOR BIOMEDICAL RESEARCH ARE LOCATED IN NEW YORK CITY. WE MAINTAIN AN OFFICE IN WASHINGTON, DC, AND AN INTERNATIONAL PRESENCE IN 15 OFFICES IN AFRICA, ASIA, LATIN AMERICA, AND THE MIDDLE EAST.

THE POPULATION COUNCIL IS GOVERNED BY A BOARD OF TRUSTEES COMPOSED OF 18 MEN AND WOMEN FROM EIGHT COUNTRIES. THIS GROUP INCLUDES LEADERS IN BIOMEDICINE, BUSINESS, ECONOMIC DEVELOPMENT, GOVERNMENT, HEALTH, INTERNATIONAL FINANCE, LAW, THE MEDIA, PHILANTHROPY, AND SOCIAL SCIENCE.

FORM 990, PART I, LINE 5

TOTAL NUMBER OF EMPLOYEES

THE COUNCIL STAFF CONSISTS OF 624 WOMEN AND MEN FROM 32 COUNTRIES. ONLY 256 OF THE COUNCIL'S 624 EMPLOYEES ARE EITHER BASED IN THE UNITED STATES OR ARE CITIZENS OF THE UNITED STATES. THE OTHER 368 COUNCIL EMPLOYEES ARE NON-U.S. CITIZENS BASED OUTSIDE OF THE UNITED STATES AND ARE THEREFORE NOT ISSUED A W-2.

FORM 990, PART III, LINE 4A

REPRODUCTIVE HEALTH (RH)

A) REPRODUCTIVE HEALTH

THE POPULATION COUNCIL'S REPRODUCTIVE HEALTH PROGRAM WORKS TO IMPROVE THE SEXUAL AND REPRODUCTIVE HEALTH OF VULNERABLE POPULATIONS IN DEVELOPING

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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COUNTRIES. STAFF MEMBERS DEVELOP AND INTRODUCE NEW CONTRACEPTIVES AND MEANS TO PREVENT, DETECT, AND TREAT SEXUALLY TRANSMITTED INFECTIONS, HELP FORMULATE EVIDENCE-BASED POLICIES, AND EVALUATE INNOVATIONS IN SERVICE DELIVERY. WE COLLABORATE EXTENSIVELY WITH LOCAL AND REGIONAL GOVERNMENTS AND NONGOVERNMENTAL ORGANIZATIONS (NGOS) WORLDWIDE TO EXPAND ACCESS TO HIGH-QUALITY HEALTH SERVICES; INCREASE THE OPTIONS FOR SAFE, AFFORDABLE, AND REVERSIBLE CONTRACEPTION FOR MEN AND WOMEN; AND SHAPE POLICIES AND PROGRAMS TO IMPROVE HEALTH OUTCOMES.

CURRENT PROGRAM PRIORITIES INCLUDE:

" INCREASING ACCESS TO FAMILY PLANNING AND OTHER SEXUAL AND REPRODUCTIVE HEALTH SERVICES, INCLUDING ADDRESSING SEXUALLY TRANSMITTED INFECTIONS AND GENDER-BASED VIOLENCE IN COUNTRIES WHERE INDIVIDUALS ARE UNABLE TO ACHIEVE THEIR REPRODUCTIVE HEALTH GOALS.

" REDUCING MATERNAL MORTALITY AND MORBIDITY BY MAKING PREGNANCY SAFER. THE COUNCIL FOCUSES ON WOMEN THROUGHOUT SUB-SAHARAN AFRICA AND SOUTH ASIA AND ON THE MOST VULNERABLE GROUPS IN OTHER REGIONS.

" DEVELOPING AND TESTING NEW CONTRACEPTIVES AND OTHER REPRODUCTIVE HEALTH CARE PRODUCTS TO BENEFIT WOMEN AND MEN IN COUNTRIES WHERE COUPLES ARE NOT ACHIEVING THEIR FERTILITY GOALS.

" EVALUATING THE EFFECTIVENESS AND ACCEPTABILITY OF NEW AND IMPROVED CONTRACEPTIVE TECHNOLOGIES AND DELIVERY MECHANISMS, TO ENSURE THAT THEY ARE RESPONSIVE TO CLIENTS' EVOLVING NEEDS.

" ENSURING THAT CONTRACEPTIVES AND OTHER REPRODUCTIVE HEALTH TECHNOLOGIES DEVELOPED BY THE POPULATION COUNCIL ARE ACCESSIBLE TO PEOPLE

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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WHO MOST NEED THEM, BY MOBILIZING AND DEVELOPING COLLABORATIVE RELATIONSHIPS WITH THE PRIVATE SECTOR AND ENCOURAGING LICENSING, REGISTRATION, AND/OR MANUFACTURING OF THE COUNCIL'S PRODUCTS.

2011 KEY ACCOMPLISHMENTS:

WORKING TO END FEMALE GENITAL MUTILATION/CUTTING:

THE POPULATION COUNCIL HAS LONG BEEN A LEADER IN EFFORTS TO END FEMALE GENITAL MUTILATION/CUTTING (FGM/C), A WIDELY SUPPORTED CULTURAL PRACTICE IN 28 COUNTRIES IN SUB-SAHARAN AFRICA, WHERE 3 MILLION GIRLS ARE AT RISK OF BEING CUT EACH YEAR. IN KENYA, OUR FIELD-BASED RESEARCH DOCUMENTED THE EXTENT AND COMPLICATIONS OF FGM/C.

IMPACT: THE COUNCIL'S RESEARCH PROVIDED THE EVIDENCE USED TO HELP PASS THE COUNTRY'S FIRST COMPREHENSIVE NATIONAL LAW TO END FGM/C.

CARING FOR SEXUAL ASSAULT SURVIVORS IN SOUTH AFRICA:

THE RATE OF SEXUAL VIOLENCE IN SOUTH AFRICA IS AMONG THE HIGHEST IN THE WORLD, AND MORE SEXUAL ASSAULTS AGAINST CHILDREN ARE REPORTED THAN IN ANY OTHER COUNTRY. WITH MORE THAN 16 PERCENT OF THE COUNTRY'S ADULTS LIVING WITH HIV, THE RISK THAT SEXUAL ASSAULT WILL RESULT IN HIV INFECTION IS ALSO HIGH. RESEARCH BY THE POPULATION COUNCIL WAS THE FIRST TO IDENTIFY AND ADDRESS GAPS IN THE PROVISION OF MEDICAL CARE AND SERVICES FOR VICTIMS OF SEXUAL ASSAULT.

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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IMPACT: IN COLLABORATION WITH THE DEPARTMENT OF HEALTH AND THE POLICE SERVICE, COUNCIL STAFF TRAINED MORE THAN 1,000 HEALTH AND POLICE WORKERS TO PROVIDE COMPREHENSIVE POST-RAPE SERVICES, INCLUDING POST-EXPOSURE PROPHYLAXIS: A COURSE OF ANTIRETROVIRAL DRUGS TO PREVENT INFECTION AFTER EXPOSURE TO HIV. OVER THE NEXT FIVE YEARS, THE COUNCIL WILL CONTINUE TO ASSIST THE GOVERNMENT IN EXPANDING THE SCOPE AND SCALE OF THE PROGRAM.

VOUCHERS FOR REPRODUCTIVE HEALTH CARE SERVICES:

THE COUNCIL IS EVALUATING REPRODUCTIVE HEALTH VOUCHER PROGRAMS IN BANGLADESH, INDIA, KENYA, UGANDA, AND OTHER COUNTRIES TO DETERMINE WHETHER THE PROGRAMS SHOULD BE SCALED UP TO A NATIONAL LEVEL, WHAT SERVICES CAN BE OFFERED MOST EFFECTIVELY, OR WHETHER OTHER FINANCING MODELS WOULD BE MORE EFFECTIVE.

IMPACT: RESULTS FROM A STUDY IN RURAL BANGLADESH ILLUSTRATE THE POTENTIAL OF VOUCHER PROGRAMS; OVER A NINE-MONTH PERIOD, THE PROPORTION OF PREGNANT WOMEN NOT ACCESSING ANTENATAL CARE DECREASED FROM 21% TO 11%, THE PROPORTION OF WOMEN DELIVERING WITH A SKILLED ATTENDANT INCREASED FROM 22% TO 65%, DELIVERIES AT HEALTH FACILITIES INCREASED FROM 2% TO 18%, AND THE PROPORTION OF WOMEN GETTING POST-NATAL CARE INCREASED FROM 45% TO 60%. BY WORKING CLOSELY WITH GOVERNMENTS AND MINISTRY OF HEALTH STAFF, THE COUNCIL IS CONDUCTING ANALYSES THAT POLICYMAKERS CAN USE TO DETERMINE WHETHER THE VOUCHER PROGRAMS MEET THE REPRODUCTIVE HEALTH NEEDS OF THE MOST VULNERABLE WOMEN. IF EFFECTIVE, VOUCHER PROGRAMS COULD BE EXPANDED TO REACH WOMEN WHO WOULD OTHERWISE NEVER RECEIVE FAMILY PLANNING,

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PRENATAL, OR POSTNATAL CARE.

FORM 990, PART III, LINE 4B

HIV AND AIDS PROGRAM

THE POPULATION COUNCIL TAKES A BROAD AND COMPREHENSIVE APPROACH TO HIV PREVENTION, CARE, AND TREATMENT. THE HIV AND AIDS PROGRAM ENCOMPASSES BASIC RESEARCH IN IMMUNOLOGY; DEVELOPMENT AND INTRODUCTION OF A SAFE, EFFECTIVE MICROBICIDE; SOCIAL SCIENCE AND HEALTH-RELATED RESEARCH TO BETTER UNDERSTAND THE SOCIAL AND BEHAVIORAL ASPECTS OF HIV AND AIDS; AND THE DEVELOPMENT, EVALUATION, AND SCALE-UP OF EFFECTIVE SERVICE-DELIVERY MODELS.

CURRENT PROGRAM PRIORITIES INCLUDE:

- " ADVANCING KNOWLEDGE OF HIV TRANSMISSION AND PATHOGENESIS.
- " DEVELOPING AND TESTING MICROBICIDE CANDIDATES WITH MULTIPLE MECHANISMS OF ACTION, TO PROTECT AGAINST THE ACQUISITION OF SEXUALLY TRANSMITTED INFECTIONS INCLUDING HIV.
- " REDUCING HIV ACQUISITION AND TRANSMISSION BY THE MOST VULNERABLE POPULATIONS.
- " CONTRIBUTING TO THE ELIMINATION OF CHILDHOOD DEATHS FROM AIDS.
- " INCREASING ACCESS TO SAFE, EFFECTIVE, AND AFFORDABLE HIV PREVENTION TECHNOLOGIES.

2011 KEY ACCOMPLISHMENTS:

ASSESSING THE CIRCUMSTANCES OF VULNERABLE CHILDREN IN UGANDA:

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THE POPULATION COUNCIL AND ITS PARTNERS IN UGANDA DEVELOPED A NEW METHODOLOGY TO IDENTIFY THE POPULATION SIZE, CHARACTERISTICS, AND NEEDS OF ORPHANS AND OTHER VULNERABLE CHILDREN. THEY FOUND THAT 14 PERCENT OF CHILDREN, OR 2.43 MILLION, HAVE BEEN ORPHANED. FIFTY-ONE PERCENT-ROUGHLY 8 MILLION-ARE NOT RECEIVING CRITICAL SKILLS-BUILDING, NUTRITIONAL, AND COUNSELING SERVICES.

IMPACT: THE GOVERNMENT OF UGANDA USED THE RESULTS OF THE COUNCIL'S RESEARCH TO IMPROVE THE ALLOCATION OF RESOURCES FOR VULNERABLE CHILDREN, AND LOCAL SERVICE PROVIDERS HAVE EXPRESSED INTEREST IN USING THE COUNCIL'S METHODOLOGY TO MONITOR SERVICE DELIVERY.

WORKING WITH HUSBANDS IN ETHIOPIA TO CHANGE GENDER NORMS: ENROLLING 90,000 HUSBANDS SINCE 2008, THE COUNCIL'S ADDIS BIRHAN (NEW LIGHT) PROJECT ENGAGES RURAL ETHIOPIAN MEN IN ONE OF THE POOREST AREAS OF THE COUNTRY IN DISCUSSION GROUPS TO TALK ABOUT HIV PREVENTION, REPRODUCTIVE HEALTH, FAMILY PLANNING, GENDER-BASED VIOLENCE, ALCOHOL AND DRUG ABUSE, AND DOMESTIC RESPONSIBILITIES. COUNCIL EVALUATIONS SHOW THAT MEN PARTICIPATING IN ADDIS BIRHAN WERE SIGNIFICANTLY MORE LIKELY TO HELP WITH DOMESTIC DUTIES, DISCUSS HOUSEHOLD ISSUES WITH THEIR WIVES, AND PARTICIPATE IN JOINT DECISION-MAKING.

IMPACT: WITH SUPPORT FROM THE COUNCIL, ETHIOPIA'S MINISTRY OF WOMEN, CHILDREN AND YOUTH IS SIGNIFICANTLY EXPANDING THE PROGRAM TO REACH GREATER NUMBERS OF ELIGIBLE MEN IN RURAL ETHIOPIA. COUNCIL RESEARCHERS

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ARE ALSO HELPING TO ADAPT ADDIS BIRHAN FOR UNMARRIED YOUNG MEN.

MAKING A DIFFERENCE IN PREVENTING HIV IN VULNERABLE POPULATIONS:

THE NEED FOR WOMEN-INITIATED PREVENTION METHODS TO REDUCE THE SPREAD OF HIV CANNOT BE OVERSTATED, ESPECIALLY WITH SEX WORKERS, WHO OFTEN ARE AT HIGH RISK OF ACQUIRING HIV AND BEAR THE RESPONSIBILITY FOR PROTECTING THEMSELVES. TOWARD THIS END, THE COUNCIL CONTINUES RESEARCH AND PREPARES FOR THE CLINICAL TRIALS OF NEXT-GENERATION MICROBICIDES. LARGE-SCALE CLINICAL TRIALS WILL DEPEND ON RECRUITING WOMEN AND KEEPING THEM ENGAGED THROUGHOUT THE MONTHS OF THE CLINICAL TRIALS, AS WELL AS ACCURATE REPORTING OF WHETHER AND HOW THE STUDY PRODUCT IS USED. IN 2010, THE COUNCIL INTRODUCED AND EVALUATED AN INNOVATIVE WAY TO INCLUDE FEMALE SEX WORKERS. INDIVIDUAL WOMEN RECRUITED PEERS, WHO IN TURN RECRUITED OTHERS. TO ENCOURAGE WOMEN TO REPORT ACCURATELY ON SEXUAL BEHAVIOR AND ADHERENCE TO THE PLACEBO PRODUCT USED IN THE STUDY, TRADITIONAL FACE-TO-FACE INTERVIEWING WAS SUPPLEMENTED BY ASKING WOMAN TO EITHER USE PAPER POST-COITAL DIARIES OR BY COMPLETING A VOICE SURVEY VIA CELL PHONE. THE FINDINGS WERE INSTRUCTIVE FOR THE NEXT PHASE OF THE STUDIES, WHICH WILL NOW LOOK TO DEVELOP MORE EFFICIENT AND PRODUCTIVE METHODS FOR CONDUCTING TRIALS.

FORM 990, PART III, LINE 4C

POVERTY, GENDER, AND YOUTH (PGY)

C) POVERTY, GENDER, AND YOUTH

THROUGH THE POVERTY, GENDER, AND YOUTH (PGY) PROGRAM, POPULATION COUNCIL STAFF MEMBERS SEEK TO UNDERSTAND THE SOCIAL DIMENSIONS OF POVERTY, THE

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DETERMINANTS AND CONSEQUENCES OF GENDER INEQUALITY, THE DISPARITIES THAT ARISE DURING ADOLESCENCE, AND THE CRITICAL ELEMENTS OF A SUCCESSFUL TRANSITION TO ADULTHOOD IN DEVELOPING COUNTRIES. PROGRAM ACTIVITIES ALSO INCLUDE DEVELOPING AND EVALUATING INNOVATIVE PROGRAMS--ESPECIALLY THOSE RELATED TO EMPOWERMENT, HEALTH, EDUCATION, AND LIVELIHOODS--IN ORDER TO ADDRESS THE NEEDS OF THE POOR, WOMEN AND YOUTH IN PARTICULAR. PROGRAM STAFF CONTINUE THE COUNCIL'S LONG-STANDING TRADITION OF PROVIDING DEMOGRAPHIC ANALYSIS OF THE LINKS BETWEEN POPULATION GROWTH AND DEVELOPMENT AT THE MACRO AND MICRO LEVELS.

SPECIFIC ACTIVITIES THAT ILLUSTRATE THE POPULATION COUNCIL'S POVERTY, GENDER, AND YOUTH PROGRAM INCLUDE:

" STRENGTHENING THE EVIDENCE BASE REGARDING ADOLESCENTS, ESPECIALLY YOUNG WOMEN, TO INCREASE OUR ABILITY TO ASSIST IN PROGRAM AND POLICY DEVELOPMENT.

" ADVANCING OUR UNDERSTANDING OF HEALTH SYSTEM FUNCTIONING, AND OF POVERTY, HEALTH, AND POPULATION TRENDS.

" SUPPORTING THE TOOLS AND MEANS TO DEVELOP AND SHARE AN EVIDENCE BASE ON TOPICS OF PGY CONCERN.

" EXPANDING SCHOOLING, FINANCIAL LITERACY, AND LIVELIHOODS INITIATIVES.

" SUPPORTING EMERGING ISSUES AND MAINTAINING THE POPULATION COUNCIL'S REPUTATION FOR CUTTING-EDGE, INNOVATIVE WORK--FOR EXAMPLE, BY DEVELOPING NEW TOOLS FOR SEXUALITY EDUCATION AND URBAN HEALTH.

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2011 KEY ACCOMPLISHMENTS

"SAFESCAPING" WITH A RURAL GIRLS' PROGRAM IN GUATEMALA:
WORKING WITH INDIGENOUS GIRLS' CLUBS IN THE MAYAN HIGHLANDS OF RURAL GUATEMALA, THE POPULATION COUNCIL'S ABRIENDO OPORTUNIDADES PROGRAM HAS DEVELOPED AN APPROACH CALLED "SAFESCAPING" IN WHICH YOUNG FEMALE LEADERS (AGED 15-24), WITH MENTOR SUPPORT, USE GPS TECHNOLOGY TO MAP THEIR COMMUNITIES. DURING THE MAPPING EXERCISE, GIRLS (AGED 12-15) DESIGNATE WHAT PARTS OF THE COMMUNITY, SERVICE POINTS, AND FACILITIES ARE "SAFE," "SOMEWHAT SAFE," OR "UNSAFE," AND MARK LOCATIONS OF CONCERN, SUCH AS UNMOWN FIELDS, PLACES WHERE MEN GATHER, AND TRUCK STOPS.

IMPACT: GIRLS PRESENTED THESE MAPS AT COMMUNITY MEETINGS, WHICH PROMPTED DISCUSSION AND DECISIONMAKING ABOUT HOW TO IMPROVE GIRLS' SAFETY. ONE COMMUNITY RECENTLY ESTABLISHED A SAFETY COMMISSION.

HELPING GIRLS BECOME FINANCIALLY LITERATE AND SAVE MONEY:
THE POPULATION COUNCIL'S SAFE AND SMART SAVINGS PROJECT HELPS MORE THAN 8,000 GIRLS WHO LIVE IN THE SLUMS OF NAIROBI, KENYA AND KAMPALA, UGANDA TO OPEN FORMAL SAVINGS ACCOUNTS, ACQUIRE BASIC SAVINGS AND BUDGETING SKILLS, AND LEARN ABOUT HIV AND REPRODUCTIVE HEALTH - ALL IN GIRLS-ONLY SPACES WHERE THEY ARE SAFE FROM HARASSMENT.

IMPACT: COUNCIL RESEARCH FOUND THAT, COMPARED TO GIRLS WHO ARE NOT ENROLLED, GIRLS IN THESE GROUPS ARE SIGNIFICANTLY MORE LIKELY TO HAVE

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LONG-TERM FINANCIAL GOALS AND ACCURATE FINANCIAL KNOWLEDGE; THEY ARE MORE LIKELY TO USE BANKING SERVICES; THEY ARE AT LEAST THREE TIMES AS LIKELY TO BE SAVING ON A WEEKLY BASIS; THEY HAVE GREATER KNOWLEDGE ABOUT HIV AND REPRODUCTIVE HEALTH; AND THEY COMMUNICATE MORE WITH PARENTS AND GUARDIANS ABOUT FINANCIAL ISSUES. THEY ARE ALSO LESS LIKELY TO BE SEXUALLY HARASSED.

EVALUATING SCHOOL QUALITY IN MALAWI:

THE POPULATION COUNCIL IS EVALUATING PRIMARY SCHOOL QUALITY AND THE EDUCATIONAL EXPERIENCES OF ADOLESCENTS IN TWO RURAL DISTRICTS OF MALAWI. FIVE ROUNDS OF DATA HAVE BEEN COLLECTED SINCE 2007, AND OUR RESULTS HAVE SHOWN THAT CLASSES ARE OVERCROWDED, WITH MORE THAN 100 STUDENTS PER TEACHER, AND THAT LEARNING IS POOR.

IMPACT: COUNCIL RESEARCHERS AND THEIR PARTNERS MET WITH LOCAL AND NATIONAL EDUCATION OFFICIALS, UNIVERSITY RESEARCHERS, AND DONORS TO DISCUSS OUR FINDINGS. THERE WAS BROAD CONSENSUS THAT LARGE-SCALE SCHOOL IMPROVEMENTS SHOULD BE AT THE TOP OF THE EDUCATION POLICY AGENDA, AND THE GOVERNMENT OF MALAWI, RECOGNIZING THE NEED TO RECRUIT MORE TEACHERS AND REDUCE CLASS SIZES, RECENTLY DEFINED A TARGET STUDENT-TEACHER RATIO OF 60:1. THAT THE RATIO REMAINS HIGH INDICATES THE MAGNITUDE OF THE CHALLENGE AHEAD.

FORM 990, PART III, LINE 4D (SEE ALSO ATTACHMENT 1 IN SCHEDULE O)

OTHER PROGRAM SERVICE ACCOMPLISHMENTS

D) PUBLICATIONS

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THE POPULATION COUNCIL COMMUNICATES THE RESULTS OF OUR WORK AND THAT OF OTHERS IN THE FIELD TO PEOPLE CONCERNED WITH POPULATION AND REPRODUCTIVE HEALTH ISSUES. THE COUNCIL PUBLISHES AND DISSEMINATES-FOR PROFESSIONALS IN THE FIELD AND FOR GENERAL AUDIENCES-A WIDE RANGE OF MATERIALS THAT INCLUDES BOOKS, STATISTICAL COMPENDIA, CONFERENCE PROCEEDINGS, NEWSLETTERS, WORKING PAPERS, FLYERS, CD-ROMS, AND PAMPHLETS. MOST MATERIALS ARE PROVIDED AT NO COST AND CAN BE SHIPPED UPON REQUEST, DISTRIBUTED AT CONFERENCES AND MEETINGS, OR DOWNLOADED FROM THE ORGANIZATION'S WEB SITE.

THE COUNCIL PUBLISHES TWO OF THE FIELD'S LEADING SCHOLARLY, PEER-REVIEWED JOURNALS: POPULATION AND DEVELOPMENT REVIEW AND STUDIES IN FAMILY PLANNING. THEY ARE AVAILABLE ON A PAID SUBSCRIPTION BASIS, AND THROUGH COMPLIMENTARY SUBSCRIPTIONS AVAILABLE TO QUALIFIED APPLICANTS IN DEVELOPING COUNTRIES. SUPPLEMENTS TO POPULATION AND DEVELOPMENT REVIEW AND OTHER BOOKS PUBLISHED BY THE COUNCIL ARE ALSO AVAILABLE FOR PURCHASE, WITH PAYMENT WAIVED FOR QUALIFIED APPLICANTS IN DEVELOPING COUNTRIES.

STAFF MEMBERS PUBLISH THE FINDINGS FROM THEIR WORK THROUGH NUMEROUS PRINT AND ELECTRONIC OUTLETS. IN 2011, THE POPULATION COUNCIL PRODUCED OVER 200 NEW PUBLICATIONS, INCLUDING COUNCIL-PUBLISHED BOOKS, REPORTS, WORKING PAPERS, AND NEWSLETTERS, AS WELL AS 102 ARTICLES IN PEER-REVIEWED JOURNALS.

COUNCIL STAFF MEMBERS DISSEMINATE INFORMATION USING A VARIETY OF

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ELECTRONIC VEHICLES, INCLUDING THE POPULATION COUNCIL'S OWN WEB SITE AT WWW.POPCOUNCIL.ORG. CURRENTLY FEATURING MORE THAN 2,200 PUBLICATIONS, ARTICLES, AND OTHER RESOURCES, THE SITE ALSO INCLUDES HUNDREDS OF DESCRIPTIONS OF POPULATION COUNCIL PROJECTS.

E) DISTINGUISHED COLLEAGUES:

FOUR DISTINGUISHED COLLEAGUES-THREE DISTINGUISHED SCHOLARS AND ONE DISTINGUISHED SCIENTIST-PROVIDE ADDITIONAL EXPERTISE IN AREAS OF RELEVANCE TO THE COUNCIL AND REPRESENT THE ORGANIZATION IN THEIR FIELDS INTERNATIONALLY. ONE DISTINGUISHED SCHOLAR SERVES AS EDITOR OF POPULATION AND DEVELOPMENT REVIEW, A JOURNAL HE FOUNDED IN 1975. HE ALSO INVESTIGATES CAUSES AND CONSEQUENCES OF POPULATION CHANGE AND ANALYZES PUBLIC POLICY DEBATES ON POPULATION ISSUES. THE SECOND DISTINGUISHED SCHOLAR SERVES ON THE EDITORIAL COMMITTEE OF STUDIES IN FAMILY PLANNING. HE ALSO CONDUCTS RESEARCH ON A VARIETY OF POPULATION ISSUES, INCLUDING THE DETERMINANTS OF FERTILITY, POPULATION-ENVIRONMENT RELATIONSHIPS, THE DEMOGRAPHIC IMPACT OF THE AIDS EPIDEMIC, POPULATION AGING, AND POPULATION POLICY OPTIONS. HE ALSO SERVES AS CHAIR OF THE COUNCIL'S INSTITUTION REVIEW BOARD, WHICH OVERSEES PROTECTION OF HUMAN SUBJECTS IN RESEARCH. THE THIRD DISTINGUISHED SCHOLAR CONDUCTS RESEARCH TO GENERATE EMPIRICAL EVIDENCE ON THE FEASIBILITY OF IMPROVING QUALITY OF CARE AND THE EFFECT OF CARE RECEIVED BY WOMEN ON THEIR SUBSEQUENT REPRODUCTIVE HEALTH AND BEHAVIOR. HE HAS EDITED, AUTHORED, OR CO-AUTHORED FIVE BOOKS AND APPROXIMATELY 80 RESEARCH PAPERS ON TOPICS RELATED TO POPULATION POLICY, FERTILITY, REPRODUCTIVE HEALTH AND FAMILY PLANNING, INFANT MORTALITY,

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SAFETY AND EFFECTIVENESS OF CONTRACEPTIVES, MARKETING OF CONTRACEPTIVES,
AND MANAGEMENT OF PREGNANCIES.

THE DISTINGUISHED SCIENTIST SPEAKS AT CONFERENCES AND FORUMS AROUND THE
WORLD AND ADVISES SCIENTISTS ABOUT CONTRACEPTIVE TECHNOLOGIES. SHE IS THE
CHAIRPERSON OF THE INTERNATIONAL COMMITTEE FOR CONTRACEPTION RESEARCH,
THE GENERAL SECRETARY OF THE INTERNATIONAL MENOPAUSE SOCIETY, AND A
MEMBER OF THE EXPERT GROUP ON HORMONAL CONTRACEPTION OF THE EUROPEAN
SOCIETY FOR CONTRACEPTION. SHE IS ALSO THE PROGRAM DIRECTOR AND PRINCIPAL
INVESTIGATOR OF A NATIONAL INSTITUTES OF HEALTH (NIH) CENTER GRANT FROM
THE NATIONAL INSTITUTE OF CHILD HEALTH AND HUMAN DEVELOPMENT.

FORM 990 PART V, LINE 4B - FOREIGN COUNTRIES
SEE ALSO ATTACHMENT 2 FOR CONTINUATION OF FOREIGN COUNTRIES IN WHICH THE
COUNCIL HAS AUTHORITY OVER A FOREIGN ACCOUNT:

BANGLADESH

BURKINA FASO

EGYPT

ETHIOPIA

GHANA

GUATEMALA

INDIA

KENYA

MEXICO

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FORM 990, PART VI, SECTION B: LINE 11

REVIEW OF FORM 990

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

FORM 990, PART VI, SECTION B: LINE 12B AND 12C

CONFLICT OF INTEREST POLICY

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

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DISCLOSURE FORM ANNUALLY. IN ALL CASES, IF A CONFLICT IS DISCLOSED OR IDENTIFIED, APPROPRIATE MEASURES ARE OR WILL BE TAKEN TO ELIMINATE OR MANAGE THE MATTER. FAILURE TO DISCLOSE A KNOWN CONFLICT IS GROUNDS FOR DISCIPLINARY ACTION, UP TO AND INCLUDING DISMISSAL.

FORM 990, PART VI, SECTION B: LINE 15A

COMPENSATION OF PRESIDENT

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

FORM 990, PART VI, SECTION B: LINE 15B

COMPENSATION OF OFFICERS AND KEY EMPLOYEES

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

FORM 990, PART VI, SECTION C: LINE 19

PUBLICATION

THE COUNCIL POSTS ON ITS EXTERNAL WEBSITE, AT WWW.POPCOUNCIL.ORG, THE MOST RECENT THREE YEARS OF AUDITED FINANCIAL STATEMENTS AND CORRESPONDING

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ATTACHMENT 1

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
PUBLICATIONS - SEE SCH O		1,286,563.	
DISTINGUISHED COLLEAGUES - SEE SCH O		320,300.	
OTHER PROGRAM SERVICES - SEE SCH O			91,014.
TOTALS		<u>1,606,863.</u>	<u>91,014.</u>

ATTACHMENT 2

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

NIGERIA
 PAKISTAN
 SENEGAL
 SOUTH AFRICA
 SUDAN
 VIETNAM
 ZAMBIA

ATTACHMENT 3

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
LERNER DAVID LITTENBERG KRUMHOLZ MENTLIK 600 SOUTH AVENUE WEST WESTFIELD, NJ 07090	LEGAL SERVICES	387,786.
DEBORAH ROGOW 1930 ANACAPA STREET SANTA BARBARA, IL 93101	PROG TECH SUPPORT	170,401.
KPMG LLP 345 PARK AVENUE NEW YORK, NY 10154	AUDIT & TAX SERVICES	266,000.

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ATTACHMENT 3 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
SKADDEN ARPS SLATE MEAGHER & FLOM LLP FOUR TIMES SQUARE NEW YORK, NY 10602	LEGAL SERVICES	121,604.
GRANT THORNTON 666 THIRD AVENUE NEW YORK, NY 10017	AUDIT SERVICES	166,549.
TOTAL COMPENSATION		<u>1,112,340.</u>