

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

- ▶ Do not enter Social Security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning , 2013, 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.			D Employer identification number 13-1687001
	Doing Business As			E Telephone number (212) 339-0500
	Number and street (or P.O. box if mail is not delivered to street address) ONE DAG HAMMARSKJOLD PLAZA		Room/suite 9TH FL	G Gross receipts \$ 106,163,118.
	City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10017			
F Name and address of principal officer: PETER DONALDSON ONE DAG HAMMARSKJOLD PLAZA 9TH FL, NEW YORK, NY 1001				H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates 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			H(c) Group exemption number ▶
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	17.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15.
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	294.
	6 Total number of volunteers (estimate if necessary)	6	49.
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	55,236,787.	74,820,045.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,218,363.	4,557,169.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,615,950.	2,324,255.
		66,071,100.	81,701,469.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,349,311.	10,245,101.
	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)	42,986,677.	43,826,079.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 546,151.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	30,033,620.	33,278,415.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	78,369,608.	87,349,595.
19 Revenue less expenses. Subtract line 18 from line 12	-12,298,508.	-5,648,126.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	130,952,524.	139,324,151.
	22 Net assets or fund balances. Subtract line 21 from line 20.	31,803,832.	29,917,362.
	99,148,692.	109,406,789.	

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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		Date
	PETER J. DONALDSON		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	Barbara E Hunt, Senior Tax Manager		8/13/14
	Firm's name ▶ KPMG LLP	Firm's EIN ▶ 13-5565207	Check <input type="checkbox"/> if self-employed
	Firm's address ▶ 345 PARK AVENUE NEW YORK, NY 10154-0102	Phone no. 212-758-9700	PTIN P00916443

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** (2013)

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - 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.

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE POPULATION COUNCIL, INC	13-1687001
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	ONE DAG HAMMARSKJOLD PLAZA 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) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 ▶ RENEE RICHARDSON
- Telephone No. ▶ 212-339-0563 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, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 2013 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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

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 [X] 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 [X] No
If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 29,567,033. including grants of \$ 2,685,087.) (Revenue \$)
REPRODUCTIVE HEALTH (RH) SEE SCHEDULE O

4b (Code:) (Expenses \$ 24,744,460. including grants of \$ 4,585,191.) (Revenue \$)
HIV AND AIDS (HIV) SEE SCHEDULE O

4c (Code:) (Expenses \$ 17,817,448. including grants of \$ 2,972,123.) (Revenue \$)
POVERTY, GENDER & YOUTH (PGY) SEE SCHEDULE O

4d Other program services (Describe in Schedule O.) ATTACHMENT 1
(Expenses \$ 1,874,073. including grants of) (Revenue \$ 89,546.)

4e Total program service expenses 74,003,014.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	X	
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <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 25a.</i>		X
24 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24 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?		
24 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
25 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 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II.		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):		
28 a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
28 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
28 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, Part II, III, or IV, and Part V, line 1</i>		X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35 b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
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 11b 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 or note to any line in this Part V

Table with columns for line number, description, and Yes/No checkboxes. Includes lines 1a-13b with various tax-related questions and numerical inputs.

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (17), 1b (15), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 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: RENEE RICHARDSON ONE DAG HAMMARSKJOLD PL. NEW YORK, NY 10017 (212)339-0563

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

Check if Schedule O contains a response or note to any line in this Part 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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PETER J. DONALDSON PRESIDENT	40.00	X		X				481,234.	0	50,998.
(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	1.00	X						0	0	0
(5) HOWARD COX TRUSTEE UNTIL JUNE 2013	1.00	X						0	0	0
(6) WAFAA EL-SADR TRUSTEE	1.00	X						0	0	0
(7) ANNA GLASIER TRUSTEE	1.00	X						17,500.	0	0
(8) VICTOR HALBERSTADT TRUSTEE	1.00	X						0	0	0
(9) HENRY L. KING TRUSTEE	1.00	X						0	0	0
(10) CHARLES D. KLEIN TRUSTEE	1.00	X						0	0	0
(11) ANNA MASTROIANNI TRUSTEE	1.00	X						0	0	0
(12) CHEIKH MBACKE TRUSTEE	1.00	X						0	0	0
(13) LAUREN A MESERVE TRUSTEE	1.00	X						0	0	0
(14) JOTHAM MUSINGUZI 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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) ANNE R. PEBLEY TRUSTEE	1.00	X					0	0	0	
16) TERRY PEIGH TRUSTEE	1.00	X					0	0	0	
17) K SUJATHA RAO TRUSTEE	1.00	X					0	0	0	
18) ELIZABETH EDER ZOBEL DE AYALA TRUSTEE	1.00	X					0	0	0	
19) ANN BLANC VP, POVERTY, GENDER AND YOUTH	40.00			X			235,746.	0	41,798.	
20) JOHN BONGAARTS VP & DISTINGUISHED SCHOLAR	40.00			X			281,036.	0	50,998.	
21) RENEE RICHARDSON CHIEF FINANCIAL OFFICER	40.00			X			176,573.	0	45,924.	
22) NAOMI RUTENBERG VP, HIV AND AIDS PROGRAM	40.00			X			263,836.	0	60,722.	
23) JAMES E. SAILER VP, CORPORATE AFFAIRS DIVISION	40.00			X			276,947.	0	33,543.	
24) JOHN W. TOWNSEND VP, REPRODUCTIVE HEALTH PROGRA	40.00			X			276,196.	0	60,722.	
25) PATRICIA C. VAUGHAN GENERAL COUNSEL & SECRETARY	40.00			X			242,536.	0	41,798.	
1b Sub-total							498,734.	0	50,998.	
c Total from continuation sheets to Part VII, Section A							3,270,461.	0	794,160.	
d Total (add lines 1b and 1c)							3,769,195.	0	845,158.	

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

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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 2		

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 **7**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
26) MARIA DEL MAR AGUILAR DIRECTOR INTERNATIONAL SUPPORT	40.00				X			171,456.	0	47,948.
27) IAN ASKEW DIRECTOR, REPRODUCTIVE HEALTH	45.00					X		261,620.	0	162,526.
28) ANDREA ESCHEN DIRECTOR, DEVELOPMENT	40.00					X		187,707.	0	58,836.
29) GEORGE CREASY MEDICAL DIRECTOR, NDA CBR	40.00					X		274,769.	0	37,313.
30) ANNABEL ERULKAR COUNTRY DIRECTOR ETHIOPIA	45.00					X		216,541.	0	42,743.
31) VICTOR PAULUS GLOBAL HEAD REG AFFAIRS & QA	40.00					X		205,975.	0	58,291.
32) ANRUDH K. JAIN DISTINGUISHED SCHOLAR	40.00						X	199,523.	0	50,998.
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 **▶** 74

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a 15,056.				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions) . .	1e 43,577,200.				
	f All other contributions, gifts, grants, and similar amounts not included above .	1f 31,227,789.				
	g Noncash contributions included in lines 1a-1f: \$	16,270.				
	h Total. Add lines 1a-1f ▶		74,820,045.			
Program Service Revenue	2a _____	Business Code				
	b _____					
	c _____					
	d _____					
	e _____					
	f All other program service revenue					
	g Total. Add lines 2a-2f ▶		0			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		2,609,105.			2,609,105.
	4 Income from investment of tax-exempt bond proceeds . . . ▶		0			
	5 Royalties ▶		2,234,709.			2,234,709.
	6a Gross rents	(i) Real (ii) Personal				
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶		0			
	7a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other	26,391,420. 18,293.			
	b Less: cost or other basis and sales expenses		24,429,529. 32,120.			
	c Gain or (loss)		1,961,891. -13,827.			
	d Net gain or (loss) ▶		1,948,064.			1,948,064.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a					
	b Less: direct expenses b					
	c Net income or (loss) from fundraising events ▶		0			
	9a Gross income from gaming activities. See Part IV, line 19 a					
b Less: direct expenses b						
c Net income or (loss) from gaming activities ▶		0				
10a Gross sales of inventory, less returns and allowances a						
b Less: cost of goods sold b						
c Net income or (loss) from sales of inventory ▶		0				
Miscellaneous Revenue		Business Code				
11a PUBLICATIONS REVENUE	511190	58,708.	58,708.			
b MISCELLANEOUS REVENUE	900099	30,838.	30,838.			
c _____						
d All other revenue						
e Total. Add lines 11a-11d ▶		89,546.				
12 Total revenue. See instructions ▶		81,701,469.	89,546.		6,791,878.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	6,234,037.	1	7,993,219.
	2 Savings and temporary cash investments	126,905.	2	127,095.
	3 Pledges and grants receivable, net	14,181,107.	3	12,144,146.
	4 Accounts receivable, net	2,454,305.	4	709,963.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	7,386,589.	9	7,867,286.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 22,091,168.		
	b Less: accumulated depreciation	10b 16,632,678.	6,115,146.	10c 5,458,490.
	11 Investments - publicly traded securities	55,888,689.	11	69,039,327.
	12 Investments - other securities. See Part IV, line 11	38,565,746.	12	35,984,625.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	130,952,524.	16	139,324,151.	
Liabilities	17 Accounts payable and accrued expenses	6,200,620.	17	6,394,104.
	18 Grants payable	3,598,018.	18	3,326,091.
	19 Deferred revenue	9,842,653.	19	11,418,681.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	1,506,000.	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	10,656,541.	25	8,778,486.
	26 Total liabilities. Add lines 17 through 25	31,803,832.	26	29,917,362.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	78,162,753.	27	90,692,992.
	28 Temporarily restricted net assets	15,500,163.	28	13,228,021.
	29 Permanently restricted net assets	5,485,776.	29	5,485,776.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	99,148,692.	33	109,406,789.
	34 Total liabilities and net assets/fund balances	130,952,524.	34	139,324,151.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	81,701,469.
2	Total expenses (must equal Part IX, column (A), line 25)	2	87,349,595.
3	Revenue less expenses. Subtract line 2 from line 1	3	-5,648,126.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	99,148,692.
5	Net unrealized gains (losses) on investments	5	13,820,039.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	2,086,184.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	109,406,789.

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

SCHEDULE A
(Form 990 or 990-EZ)

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.

OMB No. 1545-0047
2013
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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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-Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(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) 2013

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) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (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; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (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; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2013 (85.55%); 15 Public support percentage from 2012 Schedule A, Part II, line 14 (83.89%); 16a 33 1/3% support test - 2013 (checked); 16b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; 17b 10%-facts-and-circumstances test - 2012; 18 Private foundation.

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

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

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2009	2010	2011	2012	2013	TOTAL
PUBLICATIONS REVENUE	31,795.	31,326.	60,799.	35,291.	58,708.	217,919.
MISCELLANEOUS REVENUE	29,651.	14,117.	30,215.	31,130.	30,838.	135,951.
TOTALS	<u>61,446.</u>	<u>45,443.</u>	<u>91,014.</u>	<u>66,421.</u>	<u>89,546.</u>	<u>353,870.</u>

Schedule of Contributors

2013

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
 ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

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 its Form 990-PF, Part I, line 2, 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
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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
1	----- ----- -----	\$ 26,082,911.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	----- ----- -----	\$ 8,836,933.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	----- ----- -----	\$ 5,062,323.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	----- ----- -----	\$ 4,592,530.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	----- ----- -----	\$ 3,574,787.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	----- ----- -----	\$ 1,604,862.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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
7	----- ----- -----	\$ 1,534,405.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	----- ----- -----	\$ 1,501,488.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

2013

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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 ▶ \$ _____
- 3 Volunteer hours _____

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

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

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

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

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(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) 2013

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	200.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)	200.													
d	Other exempt purpose expenditures	87,349,595.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	87,349,795.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount		1,000,000.	1,000,000.	1,000,000.	3,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					4,500,000.
c Total lobbying expenditures		1,164.		200.	1,364.
d Grassroots nontaxable amount		250,000.	250,000.	250,000.	750,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,125,000.
f Grassroots lobbying expenditures		1,164.			1,164.

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

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 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

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

Series of horizontal dashed lines for providing supplemental information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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.

2013

Department of the Treasury Internal Revenue Service

Attach to Form 990.

Open to Public Inspection

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

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

Part I 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 2 regarding collections of art and historical treasures, including revenue and asset reporting.

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

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

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

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

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

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 XIII and complete the following table:

Table with 2 columns: Description, Amount. Rows: 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 XIII. Check here if the explanation has been provided in Part XIII.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 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 84.0000%
b Permanent endowment 5.4000%
c Temporarily restricted endowment 10.6000%
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:

Table with 2 columns: Yes, No. Rows: 3a(i) unrelated organizations, 3a(ii) related organizations.

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

3b

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT CREDIT	542,599.
(3) ACCRUED LEASE OBLIGATION	252,604.
(4) POSTRETIREMENT MEDICAL BENEFIT	7,983,283.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	8,778,486.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	97,419,233.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a 13,820,039.		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d 2,086,184.		
e	Add lines 2a through 2d		2e	15,906,223.
3	Subtract line 2e from line 1		3	81,513,010.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a 188,459.		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	188,459.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	81,701,469.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	87,161,136.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	87,161,136.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a 188,459.		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	188,459.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	87,349,595.

Part XIII Supplemental Information.

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS

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

THE SURDNA FUND SUPPORTS BIOMEDICAL RESEARCH ACTIVITIES.

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

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

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

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

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

THE EXCESS ROYALTY FUND WAS ESTABLISHED BY THE POPULATION COUNCIL'S BOARD OF TRUSTEES AND MAY BE USED BY THE BOARD OF TRUSTEES, AT ITS DISCRETION, TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL.

Part XIII Supplemental Information (continued)

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

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

RECONCILIATION OF REVENUE

GAIN ON LEASE OBLIGATION AND OTHER, NET	189,546
PENSION AND OTHER POSTRETIREMENT CHARGES OTHER THAN NET PERIODIC BENEFIT COST	1,896,638

	2,086,184
	=====

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

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" on 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			GRANTMAKING		17,446.
(2) CENTRAL AMERICA/CARIBBEAN	1.	8.	PROGRAM SERVICES	PGY	780,454.
(3) EUROPE			GRANTMAKING		801,447.
(4) NORTH AMERICA			GRANTMAKING		14,000.
(5) NORTH AMERICA	1.	6.	PROGRAM SERVICES	RH, PGY, HIV	1,653,783.
(6) SOUTH ASIA			GRANTMAKING		1,427,931.
(7) SOUTH ASIA	3.	125.	PROGRAM SERVICES	RH, PGY, HIV	6,316,562.
(8) EAST ASIA AND THE PACIFIC			GRANTMAKING		202,021.
(9) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	RH	902.
(10) MIDDLE EAST AND NORTH AFRICA			GRANTMAKING		496,727.
(11) MIDDLE EAST AND NORTH AFRICA	1.	22.	PROGRAM SERVICES	RH, PGY, HIV	1,229,731.
(12) SUB-SAHARAN AFRICA			GRANTMAKING		4,114,625.
(13) SUB-SAHARAN AFRICA	9.	209.	PROGRAM SERVICES	RH, PGY, HIV	18,616,930.
(14) SOUTH AMERICA			PROGRAM SERVICES	RH	79.
(15) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		12,398,030.
(16)					
(17)					
3a Sub-total	15.	370.			48,070,668.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	15.	370.			48,070,668.

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

Schedule F (Form 990) 2013

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA AND THE PACIFI	RH	50,296.				
(2)			EUROPE/ICELAND/GREENLAND	RH	51,839.				
(3)			EUROPE/ICELAND/GREENLAND	HIV	64,542.				
(4)			MIDDLE EAST/NORTH AFRICA	PGY	112,292.				
(5)			MIDDLE EAST/NORTH AFRICA	PGY	166,463.				
(6)			MIDDLE EAST/NORTH AFRICA	PGY	70,000.				
(7)			NORTH AMERICA	RH	14,000.				
(8)			SOUTH ASIA	PGY	188,644.				
(9)			SOUTH ASIA	RH	262,281.				
(10)			SOUTH ASIA	PGY	28,103.				
(11)			SOUTH ASIA	PGY	291,346.				
(12)			SOUTH ASIA	HIV	175,153.				
(13)			SOUTH ASIA	RH	57,215.				
(14)			SUB-SAHARAN AFRICA	PGY	12,586.				
(15)			SUB-SAHARAN AFRICA	PGY	7,138.				
(16)			SUB-SAHARAN AFRICA	HIV	7,322.				

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" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	RH	5,208.				
(2)			SUB-SAHARAN AFRICA	RH	5,094.				
(3)			SUB-SAHARAN AFRICA	RH	5,171.				
(4)			SUB-SAHARAN AFRICA	RH	5,559.				
(5)			SUB-SAHARAN AFRICA	RH	345,395.				
(6)			SUB-SAHARAN AFRICA	RH	9,126.				
(7)			SUB-SAHARAN AFRICA	RH	7,803.				
(8)			SUB-SAHARAN AFRICA	HIV	65,290.				
(9)			SUB-SAHARAN AFRICA	RH	14,227.				
(10)			SUB-SAHARAN AFRICA	RH	26,461.				
(11)			SUB-SAHARAN AFRICA	PGY	150,000.				
(12)			SUB-SAHARAN AFRICA	RH	152,300.				
(13)			SUB-SAHARAN AFRICA	PGY	20,150.				
(14)			SUB-SAHARAN AFRICA	PGY	410,663.				
(15)			CENT. AMERICA/CARIBBEAN	RH	7,350.				
(16)			MIDDLE EAST/NORTH AFRICA	PGY	15,000.				

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" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	PGY	18,784.				
(2)			SOUTH ASIA	HIV	8,260.				
(3)			SOUTH ASIA	PGY	62,394.				
(4)			MIDDLE EAST/NORTH AFRICA	PGY	110,000.				
(5)			SUB-SAHARAN AFRICA	HIV	9,647.				
(6)			EUROPE/ICELAND/GREENLAND	PGY	9,635.				
(7)			SUB-SAHARAN AFRICA	HIV	37,884.				
(8)			SUB-SAHARAN AFRICA	PGY	9,999.				
(9)			EUROPE/ICELAND/GREENLAND	RH	59,228.				
(10)			SUB-SAHARAN AFRICA	RH	70,800.				
(11)			CENT. AMERICA/CARIBBEAN	PGY	6,058.				
(12)			SUB-SAHARAN AFRICA	PGY	17,358.				
(13)			EUROPE/ICELAND/GREENLAND	RH	18,320.				
(14)			SUB-SAHARAN AFRICA	PGY	14,000.				
(15)			SUB-SAHARAN AFRICA	HIV	16,341.				
(16)			SUB-SAHARAN AFRICA	RH	51,758.				

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" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EUROPE/ICELAND/GREENLAND	PGY	10,000.				
(2)			EUROPE/ICELAND/GREENLAND	HIV	11,200.				
(3)			EUROPE/ICELAND/GREENLAND	PGY	29,859.				
(4)			EUROPE/ICELAND/GREENLAND	RH	89,450.				
(5)			EUROPE/ICELAND/GREENLAND	RH	143,161.				
(6)			EUROPE/ICELAND/GREENLAND	RH	287,264.				
(7)			SUB-SAHARAN AFRICA	RH	21,992.				
(8)			SUB-SAHARAN AFRICA	HIV	23,534.				
(9)			SUB-SAHARAN AFRICA	HIV	131,560.				
(10)			SOUTH ASIA	PGY	230,839.				
(11)			SOUTH ASIA	HIV	5,248.				
(12)			EAST ASIA AND THE PACIFI	RH	74,314.				
(13)			EAST ASIA AND THE PACIFI	RH	76,595.				
(14)			SOUTH ASIA	PGY	35,834.				
(15)			SOUTH ASIA	RH	26,098.				
(16)			SUB-SAHARAN AFRICA	PGY	25,700.				

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" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	HIV	164,392.				
(2)			SUB-SAHARAN AFRICA	HIV	146,500.				
(3)			EUROPE/ICELAND/GREENLAND	PGY	26,950.				
(4)			SUB-SAHARAN AFRICA	PGY	80,155.				
(5)			SUB-SAHARAN AFRICA	PGY	30,851.				
(6)			SUB-SAHARAN AFRICA	PGY	10,000.				
(7)			SUB-SAHARAN AFRICA	PGY	17,608.				
(8)			SUB-SAHARAN AFRICA	RH	5,688.				
(9)			SUB-SAHARAN AFRICA	RH	5,628.				
(10)			SUB-SAHARAN AFRICA	RH	9,032.				
(11)			SUB-SAHARAN AFRICA	RH	15,785.				
(12)			SUB-SAHARAN AFRICA	RH	16,226.				
(13)			SUB-SAHARAN AFRICA	RH	6,609.				
(14)			SUB-SAHARAN AFRICA	RH	9,377.				
(15)			SUB-SAHARAN AFRICA	RH	9,339.				
(16)			SUB-SAHARAN AFRICA	RH	14,542.				

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" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	RH	11,110.				
(2)			SUB-SAHARAN AFRICA	RH	5,927.				
(3)			SUB-SAHARAN AFRICA	RH	8,176.				
(4)			SUB-SAHARAN AFRICA	RH	7,548.				
(5)			SUB-SAHARAN AFRICA	RH	8,653.				
(6)			SUB-SAHARAN AFRICA	RH	8,582.				
(7)			SUB-SAHARAN AFRICA	RH	7,417.				
(8)			SUB-SAHARAN AFRICA	RH	6,475.				
(9)			SUB-SAHARAN AFRICA	RH	6,435.				
(10)			SUB-SAHARAN AFRICA	RH	7,240.				
(11)			SUB-SAHARAN AFRICA	PGY	22,500.				
(12)			SUB-SAHARAN AFRICA	RH	15,000.				
(13)			SUB-SAHARAN AFRICA	HIV	19,866.				
(14)			SUB-SAHARAN AFRICA	HIV	64,263.				
(15)			SUB-SAHARAN AFRICA	HIV	329,330.				
(16)			SUB-SAHARAN AFRICA	HIV	28,131.				

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" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	PGY	10,000.				
(2)			SUB-SAHARAN AFRICA	HIV	186,254.				
(3)			SOUTH ASIA	HIV	29,709.				
(4)			SUB-SAHARAN AFRICA	HIV	89,330.				
(5)			SUB-SAHARAN AFRICA	PGY	10,000.				
(6)			SUB-SAHARAN AFRICA	HIV	56,000.				
(7)			SUB-SAHARAN AFRICA	HIV	93,179.				
(8)			SUB-SAHARAN AFRICA	PGY	31,831.				
(9)			SUB-SAHARAN AFRICA	HIV	213,304.				
(10)			SUB-SAHARAN AFRICA	PGY	203,065.				
(11)			SUB-SAHARAN AFRICA	RH	30,137.				
(12)			SUB-SAHARAN AFRICA	HIV	67,226.				
(13)			SUB-SAHARAN AFRICA	PGY	89,434.				
(14)			SUB-SAHARAN AFRICA	HIV	79,073.				
(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. **80.**

3 Enter total number of other organizations or entities. **11.**

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on 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	SOUTH ASIA	1.	23,550.				BOOK
(2) ADOLESCENT RESEARCH	MIDDLE EAST/NORTH AFRICA	8.	45,018.				BOOK
(3) ADOLESCENT RESEARCH	SUB-SAHARAN AFRICA	3.	124,963.				BOOK
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(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).

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

SCHEDULE 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 \$63,440 AND ALSO EXCLUDES RETURNED GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES THAT IN AGGREGATE TOTAL \$43,776.

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

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

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I General Information on Grants and Assistance

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

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

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) FAMILY HEALTH INTERNATIONAL 4400 WILSON BLVD ARLINGTON, VA 22203	23-7413005	501(C)(3)	12,615.				HIV
(2) FUTURES GROUP INTERNATIONAL 1000 MAIN ST DURHAM, NC 27701	26-1509671	501(C)(3)	124,297.				HIV
(3) ICAHN SCHOOL OF MEDICINE AT MOUT SINAI ONE GUSTAVE LEVY PLACE NEW YORK, NY 10029	13-6171197	501(C)(3)	40,419.				HIV
(4) LOS ANGELES BIOMEDICAL RESEARCH INSTITUTE 1124 WEST CARSON ST TORRANCE, CA 90502	95-2138184	501(C)(3)	47,582.				RH
(5) MANAGEMENT SCIENCES FOR HEALTH 200 RIVERS EDGE DRIVE MEDFORD, MA 02155	04-2482188	501(C)(3)	26,411.				RH
(6) POPULATION REFERENCE BUREAU 1875 CT AVE NW WASHINGTON, DC 20009	53-0214030	501(C)(3)	38,785.				RH
(7) PROGRAM FOR APPROPRIATE TECHNOLOGY IN HEALT 2201 WESTLAKE AVE SEATTLE, WA 98121	91-1157127	501(C)(3)	51,835.				RH
(8) UNIVERSITY OF SOUTHERN CALIFORNIA 200 SOTO ST LOS ANGELES, CA 90089	95-1642394	501(C)(3)	91,695.				RH
(9) UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE SEATTLE, WA 98195	91-6001537	115(1)	41,492.				RH
(10) ELISABETH GLASER PEDIATRIC AIDS FOUNDATION 1140 CT AVE NW WASHINGTON, DC 20036	95-4191698	501(C)(3)	256,767.				HIV
(11) INSTEDD 480 S CALIFORNIA AVE PALO ALTO, CA 94306	00-6986089	501(C)(3)	10,000.				RH
(12) UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE NE SEATTLE, WA 98195-9472	91-6001537	115(1)	150,000.				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) (2013)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

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

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I General Information on Grants and Assistance

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

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

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) TULANE NATIONAL PRIMATE RESEARCH CENTER 333 CALIFORNIA ST SAN FRANCISCO, CA 94118	72-0423889	501(C)(3)	299,423.				HIV
(2) TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	72-0423889	501(C)(3)	138,774.				HIV
(3) TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	72-0423889	501(C)(3)	499,504.				HIV
(4) TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	72-0423889	501(C)(3)	216,010.				HIV
(5) TULANE NATIONAL PRIMATE RESEARCH CENTER 1430 TULANDE AVE NEW ORLEANS, LA 70112	72-0423889	501(C)(3)	387,746.				HIV
(6) UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE SEATTLE, WA 98195	91-6001537	115(1)	77,386.				HIV
(7) -----							
(8) -----							
(9) -----							
(10) -----							
(11) -----							
(12) -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 12.

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

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

Schedule I (Form 990) (2013)

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	9.	196,032.		BOOK	
2 HIV & AIDS RESEARCH	8.	285,397.		BOOK	
3 ADOLESCENT RESEARCH	2.	137,235.		BOOK	
4 POVERTY & GENDER RESEARCH	2.	38,560.		BOOK	
5					
6					
7					

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

MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES:

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

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, Part III, column (b), and any other additional information.

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, Part III, column (b), 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 \$766.

**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.
- ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**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 directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

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

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

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

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

Only 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) 2013

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990	
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1	PETER J. DONALDSON PRESIDENT	(i)	393,400.	0	87,834.	30,000.	20,998.	532,232.	0
		(ii)	0	0	0	0	0	0	0
2	ANN BLANC VP, POVERTY, GENDER AND YOUTH	(i)	233,940.	0	1,806.	30,000.	11,798.	277,544.	0
		(ii)	0	0	0	0	0	0	0
3	JOHN BONGAARTS VP & DISTINGUISHED SCHOLAR	(i)	258,202.	0	22,834.	30,000.	20,998.	332,034.	0
		(ii)	0	0	0	0	0	0	0
4	RENEE RICHARDSON CHIEF FINANCIAL OFFICER	(i)	176,153.	0	420.	26,304.	19,620.	222,497.	0
		(ii)	0	0	0	0	0	0	0
5	NAOMI RUTENBERG VP, HIV AND AIDS PROGRAM	(i)	235,370.	10,000.	18,466.	30,000.	30,722.	324,558.	0
		(ii)	0	0	0	0	0	0	0
6	JAMES E. SAILER VP, CORPORATE AFFAIRS DIVISION	(i)	256,317.	20,000.	630.	30,000.	3,543.	310,490.	0
		(ii)	0	0	0	0	0	0	0
7	JOHN W. TOWNSEND VP, REPRODUCTIVE HEALTH PROGRA	(i)	270,862.	0	5,334.	30,000.	30,722.	336,918.	0
		(ii)	0	0	0	0	0	0	0
8	PATRICIA C. VAUGHAN GENERAL COUNSEL & SECRETARY	(i)	241,570.	0	966.	30,000.	11,798.	284,334.	0
		(ii)	0	0	0	0	0	0	0
9	IAN ASKEW DIRECTOR, REPRODUCTIVE HEALTH	(i)	231,620.	0	30,000.	0	162,526.	424,146.	0
		(ii)	0	0	0	0	0	0	0
10	ANDREA ESCHEN DIRECTOR, DEVELOPMENT	(i)	185,901.	0	1,806.	28,125.	30,711.	246,543.	0
		(ii)	0	0	0	0	0	0	0
11	GEORGE CREASY MEDICAL DIRECTOR, NDA CBR	(i)	272,963.	0	1,806.	6,591.	30,722.	312,082.	0
		(ii)	0	0	0	0	0	0	0
12	ANNABEL ERULKAR COUNTRY DIRECTOR ETHIOPIA	(i)	215,911.	0	630.	21,815.	20,928.	259,284.	0
		(ii)	0	0	0	0	0	0	0
13	VICTOR PAULUS GLOBAL HEAD REG AFFAIRS & QA	(i)	205,975.	0	0	30,000.	28,291.	264,266.	0
		(ii)	0	0	0	0	0	0	0
14	MARIA DEL MAR AGUILAR DIRECTOR INTERNATIONAL SUPPORT	(i)	170,490.	0	966.	27,005.	20,944.	219,405.	0
		(ii)	0	0	0	0	0	0	0
15	ANRUDH K. JAIN DISTINGUISHED SCHOLAR	(i)	173,371.	0	26,152.	30,000.	20,998.	250,521.	0
		(ii)	0	0	0	0	0	0	0
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.

FORM 990, SCH J, PART I, LINE 2

THERE IS ONLY ONE HOUSING ALLOWANCE AUTHORIZED AS PART OF THE COMPENSATION PACKAGE APPROVED BY THE BOARD OF TRUSTEES AND PAID TO THE PRESIDENT, WHO RECEIVES IT AS PART OF TAXABLE COMPENSATION, PAID BI-MONTHLY, IN ADDITION TO THE PRESIDENT'S ANNUAL SALARY. THE HOUSING ALLOWANCE IS A SCHEDULED PAYMENT AND IS NOT A REIMBURSEMENT REQUIRING SUBSTANTIATION.

FORM 990, SCH J, PART II

THE COUNCIL'S POLICIES INCLUDE PROVIDING RELOCATION, HOUSING AND DEPENDENT EDUCATION ALLOWANCES TO U.S. EXPATRIATES AND THIRD COUNTRY NATIONAL EMPLOYEES HIRED AS INTERNATIONAL EMPLOYEES FROM THE COUNCIL'S U.S. HEADQUARTERS TO WORK AT ONE OF THE COUNCIL'S INTERNATIONAL OFFICES. THESE BENEFITS ARE REPORTED AS OTHER REPORTABLE COMPENSATION FOR U.S. EMPLOYEES AND AS NONTAXABLE BENEFITS FOR FOREIGN EMPLOYEES. THE COUNCIL'S POLICIES INCLUDE PROVIDING EMPLOYEES WITH EMPLOYER CONTRIBUTIONS TO A DEFINED CONTRIBUTION 403(B) RETIREMENT PLAN. ANY EMPLOYEE OF THE COUNCIL OTHER THAN A NON-RESIDENT ALIEN WITH NO

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.

U.S.-SOURCE INCOME IS ELIGIBLE TO PARTICIPATE IN THE PLAN. EFFECTIVE JANUARY 2009, CHANGES TO THE LAWS THAT GOVERN CONTRIBUTIONS TO DEFINED CONTRIBUTION 403(B) ACCOUNTS PREVENT THESE EMPLOYER CONTRIBUTIONS FROM BEING DEPOSITED INTO 403(B) ACCOUNTS FOR FOREIGN EMPLOYEES. THEREFORE, THE COUNCIL PROVIDES THE EMPLOYER CONTRIBUTIONS DIRECTLY TO THE COUNCIL'S FOREIGN EMPLOYEES AND SUCH AMOUNTS ARE REPORTED AS OTHER REPORTABLE COMPENSATION, AS SHOWN FOR IAN ASKEW AND ANNABEL ERULKAR IN PART II ABOVE.

ANNA GLASIER - REPORTABLE COMPENSATION

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

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

2013

**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.

POVERTY, GENDER, AND YOUTH:

THE GOAL OF THE PROGRAM IS TO BUILD A COHERENT BODY OF POLICY ORIENTED

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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RESEARCH AND PROGRAMS WHICH CONTRIBUTES MEANINGFULLY TO GLOBAL EFFORTS THAT IMPROVE THE LIVES OF VULNERABLE POPULATIONS, ESPECIALLY DISADVANTAGED GIRLS. COUNCIL STAFF WORK TO ADVANCE THE STATE OF KNOWLEDGE ON ISSUES FACING THE MOST VULNERABLE POPULATIONS IN DEVELOPING COUNTRIES THROUGH RIGOROUS POLICY AND PROGRAM ORIENTED POPULATION RESEARCH; PREVENT AND MITIGATE THE MOST URGENT AND DIFFICULT PROBLEMS FACING THESE POPULATIONS THROUGH THE DESIGN AND EVALUATION OF COUNTRY-BASED PROGRAMS; INFORM AND INFLUENCE INSTITUTIONAL AND PUBLIC POLICIES BY PROMOTING KNOWLEDGE GAINED THROUGH THE PROGRAM'S RESEARCH AND PROGRAMS; IMPROVE THE COMPETENCE AND CAPACITY OF THE NEXT GENERATION OF RESEARCHERS TO CONDUCT POLICY AND PROGRAM ORIENTED POPULATION RESEARCH. THE COUNCIL'S WORK HAS HAD A DEMONSTRABLE IMPACT IN EGYPT, ETHIOPIA, GUATEMALA, INDIA, KENYA, SOUTH AFRICA, AND ELSEWHERE.

REPRODUCTIVE HEALTH:

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

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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PUBLIC HEALTH RESEARCHERS, AND PROGRAM MANAGERS THROUGHOUT THE WORLD. THE WORK OF COUNCIL FELLOWS HAS FOSTERED RESEARCH AND INFORMED THE CREATION OF POPULATION, HEALTH, AND DEVELOPMENT POLICIES AND PROGRAMS.

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

POPULATION COUNCIL RESEARCHERS ADVOCATE FOR SOLUTIONS TO REAL-WORLD PROBLEMS-SOLUTIONS THAT ARE EVIDENCE-BASED, RIGOROUSLY TESTED, EVALUATED, AND PROVEN EFFECTIVE. AFTER WE DEMONSTRATE THE EFFECTIVENESS OF A PROGRAM, WE PROMOTE ITS 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 587 WOMEN AND MEN FROM 31 COUNTRIES. ROUGHLY 60 PERCENT ARE BASED OUTSIDE OF THE UNITED STATES. COUNCIL STAFF MEMBERS CONDUCT RESEARCH AND PROGRAMS IN 50 COUNTRIES. RESEARCH, TECHNICAL ASSISTANCE, AND CAPACITY BUILDING ARE CARRIED OUT BY THE POPULATION COUNCIL'S U.S. AND FIELD OFFICES AND ITS THREE PROGRAM

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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AREAS. HEADQUARTERS AND THE COUNCIL'S CENTER FOR BIOMEDICAL RESEARCH ARE LOCATED IN NEW YORK CITY. WE MAINTAIN AN OFFICE IN WASHINGTON, DC, AND AN INTERNATIONAL PRESENCE IN 15 COUNTRIES IN AFRICA, ASIA, LATIN AMERICA, AND THE MIDDLE EAST.

THE POPULATION COUNCIL IS GOVERNED BY A BOARD OF TRUSTEES COMPOSED OF 17 MEN AND WOMEN FROM SEVEN COUNTRIES. THIS GROUP INCLUDES LEADERS IN BIOMEDICINE, BUSINESS, ECONOMIC DEVELOPMENT, GOVERNMENT, HEALTH, INTERNATIONAL FINANCE, LAW, THE MEDIA, PHILANTHROPY, AND SOCIAL SCIENCE.

TOTAL NUMBER OF EMPLOYEES

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

A) REPRODUCTIVE HEALTH (RH)

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

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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PROGRAMS TO IMPROVE HEALTH OUTCOMES.

CURRENT PROGRAM PRIORITIES INCLUDE:

" INCREASING ACCESS TO FAMILY PLANNING AND OTHER REPRODUCTIVE HEALTH SERVICES IN COUNTRIES WITH UNMET NEED AND WHERE CLIENTS ARE UNABLE TO ACHIEVE REPRODUCTIVE HEALTH GOALS.

" REDUCING MATERNAL MORTALITY AND MORBIDITY, FOCUSING ON SUB-SAHARAN AFRICA AND SOUTH ASIA, AS WELL AS VULNERABLE GROUPS IN OTHER REGIONS.

" REDUCING CRITICAL REPRODUCTIVE HEALTH SERVICE USAGE INEQUALITIES RELATED TO WEALTH, AGE AND GENDER.

" DEVELOPING AND TESTING THE EFFECTIVENESS AND ACCEPTABILITY OF NEW REPRODUCTIVE HEALTH TECHNOLOGIES DESIGNED TO BENEFIT WOMEN AND MEN IN DEVELOPING COUNTRIES.

" DEVELOPING COLLABORATIVE RELATIONSHIPS WITH PHARMACEUTICAL COMPANIES TO LICENSE, REGISTER AND/OR MANUFACTURE TECHNOLOGIES DEVELOPED BY THE COUNCIL TO SUPPORT INCREASED ACCESS AND CHOICE IN PROGRAMS IN DEVELOPING COUNTRIES.

2013 KEY ACCOMPLISHMENTS:

LEADING AND SUPPORTING FP2020 EFFORTS

THE CASE FOR FAMILY PLANNING HAS BEEN MADE, YET MORE THAN 200 MILLION WOMEN IN THE DEVELOPING WORLD WHO WANT TO AVOID PREGNANCY ARE NOT USING A MODERN CONTRACEPTIVE METHOD. THE REASONS FOR THIS ARE MANY, INCLUDING LACK OF ACCESS TO INFORMATION AND APPROPRIATE HEALTH SERVICES, TRADITIONAL GENDER NORMS THAT IMPEDE WOMEN'S ABILITY TO ADOPT

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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CONTRACEPTION, COMMUNITY AND GATEKEEPERS (HUSBAND, IN-LAWS, PARTNERS) OPPOSITION, REAL AND PERCEIVED CONCERNS ABOUT SAFETY AND SIDE EFFECTS, AND COST, AMONG OTHERS. UNDERLYING SOCIO-BEHAVIORAL ISSUES, INCLUDING RISK PERCEPTION, AMBIVALENCE, AND SOCIAL COSTS, MAY ALSO PLAY A ROLE IN DEMAND AND USE.

IMPACT: AT THE INTERNATIONAL CONFERENCE ON FAMILY PLANNING IN ADDIS ABABA, ETHIOPIA, THE COUNCIL CONVENED TWO HIGH-LEVEL GATHERING OF DONOR GOVERNMENTS, RESEARCHERS, INTERNATIONAL HEALTH ORGANIZATIONS, ADVOCACY GROUPS, AND PHARMACEUTICAL COMPANIES TO CHART THE ROAD FORWARD FOR FP2020. THE COUNCIL ALSO PUBLISHED THE UNFINISHED AGENDA TO MEET FP2020 GOALS: 12 ACTIONS TO FILL CRITICAL EVIDENCE GAPS, SUMMARIZING EXISTING INFORMATION AND HIGHLIGHTING WHERE MORE EVIDENCE IS NEEDED TO GUIDE FP2020 EFFORTS TO INCREASE CONTRACEPTIVE ACCESS AND CHOICE, AS WELL AS IMPROVE EQUITY.

FORM 990, PART III, LINE 4B

B) 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.

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

" ADVANCE THE UNDERSTANDING OF THE BIOLOGICAL MECHANISMS OF HIV TRANSMISSION AND DISEASE PROGRESSION.

" DEVELOP AND TEST MICROBICIDES TO PREVENT TRANSMISSION OF HIV, OTHER SEXUALLY TRANSMITTED INFECTIONS, AND/OR UNINTENDED PREGNANCY.

" FOSTER THE INTRODUCTION AND SCALE-UP OF HIV PREVENTION TECHNOLOGIES.

" IMPROVE THE DELIVERY OF AND ACCESS TO HIV PREVENTION, CARE, AND TREATMENT FOR UNDERSERVED POPULATIONS.

" IMPROVE THE QUALITY OF LIFE OF CHILDREN AND ADOLESCENTS INFECTED AND AFFECTED BY HIV

" UTILIZE SOCIAL NETWORKS TO REDUCE HIV ACQUISITION AND TRANSMISSION.

2013 KEY ACCOMPLISHMENTS:

ASSESSING THE HIV-RELATED NEEDS OF PERSONS WITH DISABILITIES:

AN ESTIMATED 16 PERCENT OF THE WORLD'S ADULT POPULATION IS AFFECTED BY SOME FORM OF DISABILITY, 80 PERCENT OF WHOM LIVE IN THE DEVELOPING WORLD. HOWEVER, IN MANY DEVELOPING COUNTRIES, PERSONS WITH DISABILITIES ARE ABSENT FROM NATIONAL HIV STRATEGIC PLANS, HIV-RELATED SERVICES, AND OUTREACH EFFORTS BECAUSE OF COMMON MISPERCEPTIONS THAT PERSON WITH DISABILITIES ARE NOT SEXUALLY ACTIVE, OR DO NOT ENGAGE IN OTHER RISK BEHAVIORS, SUCH AS DRUG ABUSE. THE COUNCIL CONDUCTED A THREE-COUNTRY SITUATION ANALYSIS TO ASCERTAIN THE HIV-RELATED HEALTH NEEDS AND VULNERABILITIES OF PERSONS WITH DISABILITIES.

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IMPACT: THE FINDINGS FROM THIS ASSESSMENT ARE INFORMING COUNTRY PROGRAM MANAGERS, HEALTH PROVIDERS, AND DONORS ON THE SIGNIFICANT GAPS IN HIV AND DISABILITY PROGRAMS AND POLICIES WHICH NEED TO BE ADDRESSED IN ORDER TO RESPECT THE HUMAN RIGHTS OF PERSONS WITH DISABILITIES AND MEET HIV PROGRAM GOALS. COUNCIL RESEARCHERS MAKE RECOMMENDATIONS FOR ENSURING THAT PERSONS WITH DISABILITIES HAVE ACCESS TO APPROPRIATE HIV AND SEXUAL AND REPRODUCTIVE HEALTH SERVICES.

DEVELOPING A NON-ARV-BASED MICROBICIDE TO PREVENT HIV:
MORE THAN 35 MILLION PEOPLE ARE INFECTED WITH HIV GLOBALLY. IN SUB-SAHARAN AFRICA-THE CENTER OF THE GLOBAL EPIDEMIC-WOMEN ACCOUNT FOR NEARLY 60 PERCENT OF ALL PEOPLE LIVING WITH HIV. MICROBICIDE PRODUCTS THAT PROTECT WOMEN AGAINST HIV AND OTHER STIS THAT INCREASE SUSCEPTIBILITY TO HIV WOULD HELP ADDRESS THESE HEALTH RISKS, PROMOTE AFFORDABILITY OF SERVICES, AND MAKE POSITIVE CONTRIBUTIONS TO GLOBAL PUBLIC HEALTH. THE COUNCIL WAS AWARDED A FIVE-YEAR, \$20 MILLION COOPERATIVE AGREEMENT FROM THE US AGENCY FOR INTERNATIONAL DEVELOPMENT TO DEVELOP A NON-ANTIRETROVIRAL MICROBICIDE.

IMPACT: A NON-ARV MICROBICIDE MAY OFFER MULTIPLE ADVANTAGES OVER ARV MICROBICIDES BY ELIMINATING THE NEED FOR HIV SCREENING PRIOR TO AND DURING USE; REDUCING THE EMERGENCE OF DRUG-RESISTANT HIV CASES THAT MAY COMPROMISE SUBSEQUENT TREATMENT WITH ARVS; AND POTENTIALLY LEADING TO AN OVER-THE-COUNTER PRODUCT, WHICH WOULD INCREASE ACCESSIBILITY FOR PEOPLE

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IN HIGH-DEMAND AND LOW-RESOURCE SETTINGS.

FORM 990, PART III, LINE 4C

C) POVERTY, GENDER, AND YOUTH

THROUGH THE POVERTY, GENDER, AND YOUTH (PGY) PROGRAM, POPULATION COUNCIL STAFF MEMBERS SEEK TO UNDERSTAND AND ADDRESS THE DISPARITIES IN OPPORTUNITY THAT ARISE DURING ADOLESCENCE, THE CRITICAL REQUIREMENTS FOR REACHING A SUCCESSFUL, PRODUCTIVE ADULTHOOD IN DEVELOPING COUNTRIES, THE CAUSES AND CONSEQUENCES OF GENDER INEQUALITY, AND THE SOCIAL DIMENSIONS OF POVERTY IN DEVELOPING COUNTRIES, THE CAUSES AND CONSEQUENCES OF GENDER INEQUALITY, THE DISPARITIES IN OPPORTUNITY THAT ARISE DURING ADOLESCENCE, AND THE CRITICAL REQUIREMENTS FOR REACHING A SUCCESSFUL, PRODUCTIVE ADULTHOOD IN DEVELOPING COUNTRIES. PROGRAM ACTIVITIES ALSO INCLUDE DEVELOPING AND EVALUATING INNOVATIVE PROGRAMS-ESPECIALLY THOSE RELATED TO EMPOWERMENT, HEALTH, EDUCATION, AND LIVELIHOODS-TO ADDRESS THE NEEDS OF THE POOR, WOMEN AND YOUNG PEOPLE IN PARTICULAR. PROGRAM STAFF CONTINUE THE COUNCIL'S LONG-STANDING TRADITION OF PROVIDING DEMOGRAPHIC ANALYSIS OF THE LINKS BETWEEN POPULATION AND DEVELOPMENT AT THE MACRO AND MICRO LEVELS.

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

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

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

" DEVELOPING THE TOOLS TO STRENGTHEN THE EVIDENCE BASE ON TOPICS OF PGY CONCERN AND SHARING THE RESULTING DATA WITH POLICYMAKERS AND PROGRAM MANAGERS TO IMPROVE POLICIES AND PROGRAMS,

" EXPANDING INITIATIVES ON SCHOOLING, FINANCIAL LITERACY, AND LIVELIHOODS.

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

2013 KEY ACCOMPLISHMENTS

ILLUMINATING THE LIVES OF MIGRANT ADOLESCENT GIRLS:

THE POPULATION COUNCIL EXAMINED THE SOCIAL AND ECONOMIC DETERMINANTS OF MIGRATION BY ADOLESCENT GIRLS IN DEVELOPING COUNTRIES AND IDENTIFIED THE LINKS BETWEEN MIGRATION, RISK, AND OPPORTUNITY. THE COUNCIL PUBLISHED THE RESULTS IN GIRLS ON THE MOVE: ADOLESCENT GIRLS & MIGRATION IN THE DEVELOPING WORLD, THE FIRST REPORT OF ITS KIND.

IMPACT: COUNCIL RESEARCHERS FOUND THAT WHILE MIGRATION CAN BE RISKY, IT CAN ALSO LEAD TO AUTONOMY, OPPORTUNITY, AND ECONOMIC STABILITY FOR THE MAJORITY OF GIRLS WHO MIGRATE. TO REAP THE BENEFITS OF MIGRATION, GIRLS NEED ADEQUATE PREPARATION BEFORE THEY MIGRATE, ARRANGEMENTS FOR SAFE TRAVEL DURING THEIR JOURNEY, AND SUPPORT WHEN THEY ARRIVE AT THEIR DESTINATION. REPORT AUTHORS HAVE PRESENTED THEIR FINDINGS TO THE US

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GOVERNMENT, THE EUROPEAN UNION, THE UNITED NATIONS, THE WORLD BANK, THE BRITISH SOCIETY FOR POPULATION STUDIES, THE MINNESOTA POPULATION CENTER, THE POPULATION ASSOCIATION OF AMERICA, THE CENTER FOR STRATEGIC AND INTERNATIONAL STUDIES, AND THE INTERNATIONAL UNION FOR SCIENTIFIC STUDY OF POPULATION TO FOSTER ADDITIONAL COLLABORATION TO INCLUDE DATA AND RESEARCH ON MIGRANT GIRLS.

SUPPORTING ECONOMIC DEVELOPMENT AND SOCIAL WELLBEING IN PAKISTAN:
PAKISTAN IS THE FASTEST-GROWING COUNTRY IN SOUTH ASIA. IF IT CONTINUES ON ITS CURRENT COURSE, PAKISTAN'S POPULATION WILL GROW FROM 180 MILLION PEOPLE TODAY TO AS MANY AS 300 MILLION IN 2050. THE COUNTRY'S FUTURE PROSPERITY DEPENDS UPON ITS ABILITY TO PREPARE ITS YOUNG AND GROWING POPULATION FOR THE GLOBAL ECONOMY. THE POPULATION COUNCIL COLLABORATED WITH THE UNITED NATIONS POPULATION FUND TO PUBLISH CAPTURING THE DEMOGRAPHIC DIVIDEND IN PAKISTAN, WHICH OUTLINES RECOMMENDATIONS TO ENSURE THAT PAKISTAN DEVELOPS INTO A SECURE AND PROSPEROUS SOCIETY.

IMPACT: THIS INFLUENTIAL REPORT ADVOCATES FOR INVESTMENT IN EDUCATION, WITH A FOCUS ON GIRLS' PRIMARY EDUCATION TO USE FAVORABLE AGE STRUCTURES FOR ECONOMIC GROWTH. THE BOOK CALLS FOR EXTENSIVE DEVELOPMENT OF EDUCATION AND REPRODUCTIVE HEALTH SERVICES AND PRESENTS A HIGHLY ACHIEVABLE STRATEGY FOR SHAPING PAKISTAN'S GROWING POPULATION TO PROMOTE ECONOMIC DEVELOPMENT. THE REPORT HAS BEEN EMBRACED BY POLICYMAKERS IN PAKISTAN AND HAS HELPED TO RENEW DIALOGUE AND PROMPT ACTION ON VITAL DEVELOPMENT OPPORTUNITIES.

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

OTHER PROGRAM SERVICE ACCOMPLISHMENT

D) PROGRAM DEVELOPMENT

RECOGNIZING THE DIVERSITY OF SOCIAL AND CULTURAL VIEWS, THE POPULATION COUNCIL PROVIDES GRANTS AND SUPPORT TO INDIVIDUALS AND INSTITUTIONS AND INVESTS IN STRENGTHENING THE INDIGENOUS CAPACITY OF COUNTRIES AND REGIONS TO CONDUCT THEIR OWN RESEARCH AND DEVELOP APPROPRIATE POLICIES.

INTEGRAL TO ACHIEVING THE POPULATION COUNCIL'S MISSION ARE PROGRAMS TO STRENGTHEN THE BASE OF WELL-QUALIFIED PROFESSIONALS ADDRESSING GLOBAL POPULATION AND DEVELOPMENT ISSUES. IN THE PAST HALF CENTURY, MORE THAN 2,400 SOCIAL AND BIOMEDICAL SCIENTISTS HAVE RECEIVED FELLOWSHIP SUPPORT FROM POPULATION COUNCIL PROGRAMS. THESE FELLOWS HAVE PLAYED A KEY ROLE IN SHAPING POPULATION POLICY AND PROGRAMS FOSTERING RESEARCH IN THE REPRODUCTIVE SCIENCES. IN 2012, POPULATION COUNCIL FELLOWSHIP PROGRAMS PROVIDED ADVANCED TRAINING TO OVER 24 EARLY-CAREER RESEARCHERS FROM AROUND THE WORLD, MANY OF WHOM ARE LIKELY TO BE TOMORROW'S TOP PROFESSIONALS IN THIS FIELD.

E) PUBLICATIONS

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-TO PROFESSIONALS IN

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THE FIELD AND TO 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 COUNCIL'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 IN PRINT AND ONLINE 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 2013, THE POPULATION COUNCIL PRODUCED OVER 89 NEW PUBLICATIONS, INCLUDING COUNCIL-PUBLISHED BOOKS, REPORTS, WORKING PAPERS, AND NEWSLETTERS, AS WELL AS 184 ARTICLES IN PEER-REVIEWED JOURNALS.

COUNCIL STAFF MEMBERS DISSEMINATE INFORMATION THROUGH VARIOUS DIGITAL PLATFORMS, INCLUDING THE COUNCIL'S OWN WEB SITE AT WWW.POPCOUNCIL.ORG. CURRENTLY FEATURING MORE THAN 3,700 PUBLICATIONS, ARTICLES, AND OTHER

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RESOURCES, THE SITE ALSO INCLUDES DESCRIPTIONS OF COUNCIL PROJECTS.

F) DISTINGUISHED COLLEAGUES:

THREE DISTINGUISHED COLLEAGUES-TWO 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 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 SECOND 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, 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,

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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 IN WHICH THE COUNCIL HAS AUTHORITY OVER AN ACCOUNT:

BANGLADESH

BURKINA FASO

EGYPT

ETHIOPIA

GHANA

GUATEMALA

INDIA

KENYA

MEXICO

NIGERIA

PAKISTAN

SENEGAL

SOUTH AFRICA

SUDAN

ZAMBIA

REVIEW OF FORM 990

AT A MEETING OF THE BOARD OF TRUSTEES IN JUNE 2009, THE BOARD OF TRUSTEES

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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.

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 CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM ARE DISTRIBUTED TO ALL EMPLOYEES UPON HIRE AND REQUIRE EMPLOYEE AFFIRMATION IN WRITING. THE POLICY AND DISCLOSURE FORMS ARE DISTRIBUTED EVERY OTHER YEAR TO ALL EMPLOYEES AND REQUIRE EMPLOYEE AFFIRMATION. ALL EMPLOYEES ARE REQUIRED TO DISCLOSE CONFLICTS OF INTEREST AS THEY ARISE TO THEIR SUPERVISOR OR OTHER COUNCIL OFFICIAL. EMPLOYEES WHO ARE ENGAGED IN RESEARCH ARE REQUIRED TO SUBMIT A SEPARATE FINANCIAL CONFLICT OF INTEREST IN RESEARCH DISCLOSURE FORM ANNUALLY. IN ALL CASES, IF A CONFLICT IS DISCLOSED OR IDENTIFIED, APPROPRIATE MEASURES ARE OR WILL BE TAKEN TO ELIMINATE OR MANAGE THE MATTER. FAILURE TO DISCLOSE A KNOWN CONFLICT IS GROUNDS FOR DISCIPLINARY ACTION, UP TO AND INCLUDING DISMISSAL.

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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.

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.

PUBLICATION

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

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OTHER CHANGES IN NET ASSETS OF FUND BALANCES

GAIN ON LEASE OBLIGATION AND OTHER, NET 189,546

PENSION AND OTHER POSTRETIREMENT CHARGES OTHER THAN

NET PERIODIC BENEFIT COST 1,896,638

OTHER CHANGES IN NET ASSETS OF FUND BALANCES 2,086,184

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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		1,636,905.	
DISTINGUISHED COLLEAGUES - SEE SCH O		237,168.	
OTHER PROGRAM SERVICES - SEE SCH O			89,546.
TOTALS		<u>1,874,073.</u>	<u>89,546.</u>

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ATTACHMENT 2

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	342,298.
KPMG LLP 345 PARK AVENUE NEW YORK, NY 10154	AUDIT & TAX SERVICES	198,200.
THINKSO CREATIVE LLC 236 WEST 30TH STREET, 10TH FLOOR NEW YORK, NY 10001	DESIGN	197,719.
GRANT THORNTON 666 THIRD AVENUE NEW YORK, NY 10017	INTERNAL AUDIT SVCS	136,117.
ICON DEVELOPMENT SOLUTIONS	RESEARCH	139,932.

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ATTACHMENT 2 (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>
7740 MILESTONE PARKWAY HANOVER, MD 21076		