

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047
2007
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2007 calendar year, or tax year beginning 2007, and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization THE POPULATION COUNCIL, INC. Number and street (or P.O. box if mail is not delivered to street address) Room/suite ONE DAG HAMMARSKJOLD PLAZA, 9TH FLOOR City or town, state or country, and ZIP + 4 NEW YORK, NY 10017	D Employer identification number 13-1687001 E Telephone number (212) 339-0500 F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? Yes No
(If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

G Website: ▶ WWW.POPCOUNCIL.ORG

J Organization type (check only one) 501(c)(3) (insert no.) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

I Group Exemption Number ▶

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 174,036,236.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

	1	Contributions, gifts, grants, and similar amounts received:		
	a	Contributions to donor advised funds	1a	
	b	Direct public support (not included on line 1a)	1b	15,440,757.
	c	Indirect public support (not included on line 1a)	1c	27,181.
	d	Government contributions (grants) (not included on line 1a)	1d	47,090,927.
	e	Total (add lines 1a through 1d) (cash \$ 61,657,415. noncash \$ 901,450.)	1e	62,558,865.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	4,669,474.
	3	Membership dues and assessments	3	
	4	Interest on savings and temporary cash investments	4	175,119.
	5	Dividends and interest from securities	5	6,591,914.
	6a	Gross rents	6a	
	6b	Less: rental expenses	6b	
	6c	Net rental income or (loss). Subtract line 6b from line 6a	6c	
	7	Other investment income (describe ▶)	7	
	8a	Gross amount from sales of assets other than inventory	8a	18,220.
	8b	Less: cost or other basis and sales expenses	8b	8,433.
	8c	Gain or (loss) (attach schedule)	8c	9,787.
	8d	Net gain or (loss). Combine line 8c, columns (A) and (B)	8d	5,804,038.
	9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>		
	a	Gross revenue (not including \$ of contributions reported on line 1b)	9a	
	b	Less: direct expenses other than fundraising expenses	9b	
	9c	Net income or (loss) from special events. Subtract line 9b from line 9a	9c	
	10a	Gross sales of inventory, less returns and allowances	10a	
	10b	Less: cost of goods sold	10b	
	10c	Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c	
	11	Other revenue (from Part VII, line 103)	11	474,560.
	12	Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	80,273,970.
Expenses	13	Program services (from line 44, column (B))	13	63,295,380.
	14	Management and general (from line 44, column (C))	14	10,859,653.
	15	Fundraising (from line 44, column (D))	15	528,844.
	16	Payments to affiliates (attach schedule)	16	
	17	Total expenses. Add lines 16 and 44, column (A)	17	74,683,877.
Net Assets	18	Excess or (deficit) for the year. Subtract line 17 from line 12	18	5,590,093.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	171,073,115.
	20	Other changes in net assets or fund balances (attach explanation) STMT 11. STMT 12	20	-9,841,558.
	21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21	166,821,650.

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2007)

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b Other grants and allocations (attach schedule) (cash \$ 13,513,783. noncash \$ _____) If this amount includes foreign grants, check here <input checked="" type="checkbox"/>	13,513,783.	13,513,783.		
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	1,878,448.	1,127,052.	711,977.	39,419.
25b Compensation of former officers, directors, key employees, etc. listed in Part V-B	308,701.	92,248.	216,453.	
25c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	24,943,177.	20,388,114.	4,286,807.	268,256.
27 Pension plan contributions not included on lines 25a, b, and c	2,986,650.	2,224,582.	716,076.	45,992.
28 Employee benefits not included on lines 25a-27	4,509,378.	3,694,334.	767,028.	48,016.
29 Payroll taxes	1,255,063.	934,824.	300,912.	19,327.
30 Professional fundraising fees				
31 Accounting fees	309,372.	28,573.	280,799.	
32 Legal fees	391,470.	391,470.		
33 Supplies	433,401.	352,533.	79,488.	1,380.
34 Telephone	413,182.	341,016.	72,133.	33.
35 Postage and shipping	372,395.	299,435.	72,688.	272.
36 Occupancy	5,854,377.	4,693,009.	1,099,211.	62,157.
37 Equipment rental and maintenance	1,002,634.	623,376.	379,258.	
38 Printing and publications	1,026,665.	903,343.	96,731.	26,591.
39 Travel	3,353,193.	3,170,183.	172,540.	10,470.
40 Conferences, conventions, and meetings	2,167,570.	2,033,551.	132,949.	1,070.
41 Interest				
42 Depreciation, depletion, etc. (attach schedule)	1,514,216.	890,988.	623,228.	
43 Other expenses not covered above (itemize):				
a STMT 40	8,450,202.	7,592,966.	851,375.	5,861.
b _____				
c _____				
d _____				
e _____				
f _____				
g _____				
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	74,683,877.	63,295,380.	10,859,653.	528,844.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;
 (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	6,489.	45	7,331.
	46 Savings and temporary cash investments	8,533,065.	46	6,694,917.
	47a Accounts receivable	47a 2,437,558.		
	b Less: allowance for doubtful accounts	47b	2,298,905.	47c 2,437,558.
	48a Pledges receivable	48a		48c
	b Less: allowance for doubtful accounts	48b		
	49 Grants receivable	60,258,530.	49	59,076,645.
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b	
	51a Other notes and loans receivable (attach schedule)	51a		
	b Less: allowance for doubtful accounts	51b		51c
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	6,628,460.	53	7,416,346.
	54a Investments - publicly-traded securities STMT 42. <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	99,754,494.	54a	104,932,524.
	b Investments - other securities (attach schedule)	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54b	
	55a Investments - land, buildings, and equipment: basis	55a		
	b Less: accumulated depreciation (attach schedule)	55b		55c
	56 Investments - other (attach schedule) STMT 43 .	6,425,693.	56	2,915,058.
	57a Land, buildings, and equipment: basis	57a 24,195,852.		
b Less: accumulated depreciation (attach schedule)	57b 14,789,128.	10,182,420.	57c 9,406,724.	
58 Other assets, including program-related investments (describe ▶)		58		
59 Total assets (must equal line 74). Add lines 45 through 58	194,088,056.	59	192,887,103.	
Liabilities	60 Accounts payable and accrued expenses	3,480,770.	60	4,808,098.
	61 Grants payable	8,323,180.	61	9,211,840.
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule) STMT 44 .	1,676,000.	64b	1,506,000.
	65 Other liabilities (describe ▶ STMT 45)	9,534,991.	65	10,539,515.
66 Total liabilities. Add lines 60 through 65	23,014,941.	66	26,065,453.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	86,796,841.	67	86,431,930.
	68 Temporarily restricted	78,791,198.	68	74,903,944.
	69 Permanently restricted	5,485,076.	69	5,485,776.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	171,073,115.	73	166,821,650.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	194,088,056.	74	192,887,103.

Part VI Other Information (continued)

82a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?
82b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)
83a Did the organization comply with the public inspection requirements for returns and exemption applications?
83b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?
84a Did the organization solicit any contributions or gifts that were not tax deductible?
84b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?
85a 501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?
85b Did the organization make only in-house lobbying expenditures of \$2,000 or less?
85c Dues, assessments, and similar amounts from members
85d Section 162(e) lobbying and political expenditures
85e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices
85f Taxable amount of lobbying and political expenditures (line 85d less 85e)
85g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?
85h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?
86 501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12
86b Gross receipts, included on line 12, for public use of club facilities
87 501(c)(12) orgs. Enter: a Gross income from members or shareholders
87b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)
88a At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX
88b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI
89a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 NONE; section 4912 NONE; section 4955 NONE
89b 501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction
89c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 NONE
89d Enter: Amount of tax on line 89c, above, reimbursed by the organization NONE
89e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?
89f All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?
89g For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?
90a List the states with which a copy of this return is filed NY
90b Number of employees employed in the pay period that includes March 12, 2007 (See instructions.) 260
91a The books are in care of SCOTT NEWMAN Telephone no. 212-339-0655
Located at ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY ZIP +4 10017
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
If "Yes," enter the name of the foreign country
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States?
If "Yes," enter the name of the foreign country
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the tax year

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (A) Business code, (B) Amount, (C) Exclusion code, (D) Amount, (E) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income, Gain or (loss) from sales of assets, and Subtotal.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Table with 2 columns: Line No., Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

Table with 5 columns: (A) Name, address, and EIN of corporation, partnership, or disregarded entity; (B) Percentage of ownership interest; (C) Nature of activities; (D) Total income; (E) End-of-year assets.

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	N/A

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.

Please Sign Here

Signature of officer: [Redacted Signature] Date: 11/11/08
 Type or print name and title: SCOTT NEWMAN CFO AND TREASURER

Paid Preparer's Use Only

Preparer's signature: [Redacted Signature] Date: 11/11/08 Check if self-employed:
 Firm's name (or yours if self-employed), address, and ZIP + 4: KPMG LLP 345 PARK AVENUE NEW YORK, NY 10154-0102
 Preparer's SSN or PTIN (See Gen. Inst. X): P00636769
 EIN: 13-5565207
 Phone no.: 212-758-9700

2007 990-RET Returns Found in Account 2231:

Report Date: 11/11/2008 10:41:13 AM

Locator	Taxpayer Name	Client Code	Alerts	990-RET Status	Date Sent	Date Ack.	Federal DCN	Debts	Direct Debit	Service Center	State	State Status	Date Sent	Date Ack.	State DCN
91869K	THE POPULATION COUNCIL, INC.	713261		Accepted	11/11/2008- 09:29:49	11/11/2008	zzzzz	N							

1 record returned.

Next 250

**IRS e-file Signature Authorization
for an Exempt Organization**

For calendar year 2007, or fiscal year beginning _____, 2007, and ending _____, 20

Department of the Treasury
Internal Revenue Service

▶ Do not send to the IRS. Keep for your records.
▶ See instructions.

2007

Return ID (20-digit number) ▶ **1340732007123491869K**

Name of exempt organization
THE POPULATION COUNCIL, INC.
Name and title of officer

Employer identification number
13-1687001

SCOTT NEWMAN, CFO AND TREASURER

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount from the return if any. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return for which you are filing this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, line 12)	1b	<u>80273970.</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9),	2b	_____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	_____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax Based on Investment Income (Form 990-PF, Part VI, line 5) 4b	4b	_____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, line 3c)	5b	_____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2007 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize KPMG LLP ERO firm name to enter my PIN [REDACTED] as my signature

do not enter all zeros
on the organization's tax year 2007 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program. I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2007 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ [REDACTED] **Scott Newman, CFO & Treasurer** Date ▶ 11/11/08

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN.

[REDACTED]
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2007 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers.

ERO's signature ▶ [REDACTED] Date ▶ 11/11/08

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

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

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.

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

Section 501(c) corporations 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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c) corporations required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE DAG HAMMARSKJOLD PLAZA	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10017	

Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

The books are in the care of ► KENNETH PAYNE

Telephone No. ► 212 339-0500 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 will cover.

1 I request an automatic 3-month (6 months for a section 501(c) corporation required to file Form 990-T) extension of time until 08/15, 2008, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 2007 or
- tax year beginning _____, and ending _____

2 If this tax year 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 or 990-T, 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, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

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

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

Certified Article Number

7160-3901 9849 4467-5782

SENDERS RECORD

If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

if you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Table with 3 columns: Type or print, Name of Exempt Organization, Employer identification number. Includes THE POPULATION COUNCIL, INC. and ONE DAG HAMMARSKJOLD PLAZA.

Check type of return to be filed (File a separate application for each return):

Grid of checkboxes for Form 990, Form 990-PF, Form 990-T, Form 1041-A, Form 6069, Form 990-BL, Form 4720, Form 8870, Form 990-EZ, Form 5227.

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of KENNETH PAYNE. Telephone No. 212 339-0500. FAX No. ... If the organization does not have an office or place of business in the United States, check this box ...

- I request an additional 3-month extension of time until 11/17/2008. For calendar year 2007, or other tax year beginning ... and ending ... If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period. State in detail why you need the extension: INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

Table with 3 rows (a, b, c) and 2 columns: Description, Amount (\$). Row a: tentative tax, less any nonrefundable credits. Row b: refundable credits and estimated tax payments. Row c: Balance Due.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature: [Redacted] Title: AUTHORIZED AGENT Date: 7/25/08. Address: KPMC LLP, 345 PARK AVENUE, NEW YORK, NY 10154-0102.

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

OMB No. 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

2007

Department of the Treasury
Internal Revenue Service

Supplementary Information - (See separate instructions.)
▶ **MUST** be completed by the above organizations and attached to their Form 990 or 990-EZ

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

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 56				

Total number of other employees paid over \$50,000 . . . ▶ **177**

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 57		

Total number of others receiving over \$50,000 for professional services . . . ▶ **0**

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of other contractors receiving over \$50,000 for other services . . . ▶

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

Schedule A (Form 990 or 990-EZ) 2007

Part III Statements About Activities (See page 2 of the instructions.)

Table with 3 columns: Question, Yes, No. Rows include: 1. During the year, has the organization attempted to influence national, state, or local legislation...; 2. During the year, has the organization, either directly or indirectly, engaged in any of the following acts...; 3a. Did the organization make grants for scholarships...; 3b. Did the organization have a section 403(b) annuity plan...; 3c. Did the organization receive or hold an easement for conservation purposes...; 3d. Did the organization provide credit counseling...; 4a. Did the organization maintain any donor advised funds...; 4b. Did the organization make any taxable distributions under section 4966...; 4c. Did the organization make a distribution to a donor...; d. Enter the total number of donor advised funds...; e. Enter the aggregate value of assets held in all donor advised funds...; f. Enter the total number of separate funds or accounts...; g. Enter the aggregate value of assets held in all funds or accounts...

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
 Type I Type II Type III - Functionally Integrated Type III - Other

Provide the following information about the supported organizations. (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Table with 6 columns: Calendar year (or fiscal year beginning in), (a) 2006, (b) 2005, (c) 2004, (d) 2003, (e) Total. Rows include: 15 Gifts, grants, and contributions received; 16 Membership fees received; 17 Gross receipts from admissions, merchandise sold or services performed; 18 Gross income from interest, dividends; 19 Net income from unrelated business activities; 20 Tax revenues levied for the organization's benefit; 21 The value of services or facilities furnished to the organization by a governmental unit without charge; 22 Other income; 23 Total of lines 15 through 22; 24 Line 23 minus line 17; 25 Enter 1% of line 23.

Table for lines 26a-26f: Organizations described on lines 10 or 11. Includes sub-rows for: 26a Enter 2% of amount in column (e), line 24; 26b Prepare a list for your records to show the name of and amount contributed by each person; 26c Total support for section 509(a)(1) test; 26d Add: Amounts from column (e) for lines 18, 19, 22; 26e Public support (line 26c minus line 26d total); 26f Public support percentage (line 26e (numerator) divided by line 26c (denominator)).

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: NOT APPLICABLE (2006) (2005) (2004) (2003)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2006) (2005) (2004) (2003)

c Add: Amounts from column (e) for lines: 15, 16, 17, 20, 21. 27c, 27d, 27e. d Add: Line 27a total, and line 27b total. 27d. e Public support (line 27c total minus line 27d total). 27e. f Total support for section 509(a)(2) test: Enter amount from line 23, column (e). 27f. g Public support percentage (line 27e (numerator) divided by line 27f (denominator)). 27g. h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)). 27h.

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 9 of the instructions.)

NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) ----- ----- -----	31	
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
34 a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 of the instructions.)

(To be completed **ONLY** by an eligible organization that filed Form 5768) **NOT APPLICABLE**

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for all electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -		
	Not over \$500,000 20% of the amount on line 40		
	Over \$500,000 but not over \$1,000,000 . . . \$100,000 plus 15% of the excess over \$500,000	41	
	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		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

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 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures				
48	Grassroots nontaxable amount				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures				

Part VI-B Lobbying Activity by Nonelecting Public Charities

NOT APPLICABLE

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Schedule B

(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of organization
THE POPULATION COUNCIL, INC.

Employer identification number
13-1687001

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 organizations 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 Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

**INFORMATION NOT OPEN TO PUBLIC
INSPECTION WAS REMOVED.**

FORM 990 - GENERAL EXPLANATION ATTACHMENT
=====ORGANIZATION'S PRIMARY EXEMPT PURPOSE
FORM 990, PART III

THE POPULATION COUNCIL, INC. (THE COUNCIL), AN INTERNATIONAL, NOT-FOR-PROFIT, NONGOVERNMENTAL RESEARCH ORGANIZATION ESTABLISHED IN 1952, SEEKS 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.

POPULATION COUNCIL RESEARCHERS FOCUS ON WORK WITHIN THREE PROGRAM DIVISIONS: HIV AND AIDS; POVERTY, GENDER, AND YOUTH; AND REPRODUCTIVE HEALTH. THEY DRAW ON THE MULTIDISCIPLINARY KNOWLEDGE OF COLLEAGUES FROM ALL THREE PROGRAM DIVISIONS TO DEVELOP, IMPLEMENT, AND TEST PILOT PROGRAMS THAT CAN IMPROVE THE LIVES OF THE MOST VULNERABLE INDIVIDUALS IN DEVELOPING COUNTRIES. THE RESEARCHERS COLLABORATE EXTENSIVELY WITH LOCAL AND REGIONAL GOVERNMENTS AND NONGOVERNMENTAL ORGANIZATIONS (NGOS) WORLDWIDE TO EXPAND ACCESS TO HIGH-QUALITY HEALTH SERVICES; INCREASE THE OPTIONS FOR SAFE, AFFORDABLE, AND REVERSIBLE CONTRACEPTION FOR MEN AND WOMEN; AND SHAPE POLICIES AND PROGRAMS TO IMPROVE HEALTH OUTCOMES. POPULATION COUNCIL RESEARCHERS ADVOCATE FOR SOLUTIONS TO REAL-WORLD PROBLEMS-SOLUTIONS THAT ARE EVIDENCE-BASED, RIGOROUSLY TESTED, EVALUATED, AND PROVEN EFFECTIVE.

THE POPULATION COUNCIL IS COMMITTED TO:

- PRODUCING RELIABLE SCIENTIFIC EVIDENCE AND SYNTHESIZING AND COMMUNICATING KNOWLEDGE TO GUIDE PRACTITIONERS, POLICYMAKERS, AND DONORS TOWARD EFFECTIVE DECISION-MAKING AND ALLOCATION OF RESOURCES.
- STRENGTHENING PROFESSIONAL RESOURCES THROUGH COLLABORATIVE RESEARCH, AWARDS, TRAINING, FELLOWSHIPS, AND TECHNICAL ASSISTANCE, SO THAT INDIVIDUALS AND INSTITUTIONS CAN ADDRESS POPULATION AND HEALTH ISSUES AND IMPROVE PROGRAMS AND POLICIES.

THE ORGANIZATION'S KEY GOALS ARE TO:

- ENSURE ADOLESCENTS' SUCCESSFUL TRANSITION TO ADULTHOOD THROUGH UNDERSTANDING AND ADDRESSING THEIR VULNERABILITIES AND MAKING EVIDENCE-BASED IMPROVEMENTS IN THEIR EDUCATION, LIVELIHOODS, AND HEALTH.
- ARREST THE SPREAD OF THE HIV EPIDEMIC IN DEVELOPING COUNTRIES AND ENABLE PEOPLE TO MITIGATE OR ELIMINATE THE IMPACT OF HIV ON THEIR OWN HEALTH, AND ON THEIR FAMILIES, COMMUNITIES, AND SOCIETIES.
- HELP INDIVIDUALS ACHIEVE THEIR FAMILY PLANNING AND REPRODUCTIVE HEALTH GOALS THROUGH INTRODUCTION OF AND IMPROVEMENTS IN CONTRACEPTION AND RELATED HEALTH CARE DELIVERY SYSTEMS. REDUCE MATERNAL MORTALITY AND MORBIDITY.

THE COUNCIL STAFF CONSISTS OF MORE THAN 500 WOMEN AND MEN FROM 27

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)
=====

COUNTRIES, HALF OF WHOM HOLD ADVANCED DEGREES. ROUGHLY 57 PERCENT ARE BASED OUTSIDE OF THE UNITED STATES. COUNCIL STAFF MEMBERS CONDUCT RESEARCH AND PROGRAMS IN MORE THAN 65 COUNTRIES.

RESEARCH, TECHNICAL ASSISTANCE, AND CAPACITY BUILDING ARE CARRIED OUT BY THE POPULATION COUNCIL'S REGIONAL AND COUNTRY OFFICES AND ITS THREE PROGRAM DIVISIONS. HEADQUARTERS AND THE COUNCIL'S CENTER FOR BIOMEDICAL RESEARCH ARE LOCATED IN NEW YORK CITY. THE ORGANIZATION MAINTAINS AN OFFICE IN WASHINGTON, DC, AND AN INTERNATIONAL PRESENCE THROUGH ITS THREE REGIONAL OFFICES--IN CAIRO, EGYPT; ACCRA, GHANA; AND NEW DELHI, INDIA--AND 15 ADDITIONAL OFFICES IN AFRICA, ASIA, LATIN AMERICA, AND THE MIDDLE EAST.

THE COUNCIL'S FELLOWSHIP PROGRAMS HAVE HELPED ADVANCE THE CAREERS OF MORE THAN 2,500 SOCIAL SCIENTISTS AND BIOMEDICAL RESEARCHERS, MANY OF WHOM HAVE GONE ON TO HOLD LEADERSHIP POSITIONS IN KEY INTERNATIONAL POPULATION, DEVELOPMENT, AND HEALTH INSTITUTIONS.

THE POPULATION COUNCIL IS GOVERNED BY A BOARD OF TRUSTEES COMPOSED OF 16 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.

THE ORGANIZATION'S FUNDS COME FROM GOVERNMENTS, MULTILATERAL ORGANIZATIONS, FOUNDATIONS, AND OTHER NONGOVERNMENTAL ORGANIZATIONS, CORPORATIONS, INDIVIDUALS, AND INTERNAL SOURCES. THE COUNCIL'S EXPENDITURES FOR 2007 WERE US \$74.2 MILLION. (NOTE: US \$445,445 OF REVERSALS OF AWARDS, CONTRACTS AND FELLOWSHIPS WERE RECLASSIFIED AS REVENUE.)

FORM 990 - GENERAL EXPLANATION ATTACHMENT
=====PROGRAM SERVICE ACCOMPLISHMENTS
FORM 990, PART III

LINE (A) REPRODUCTIVE HEALTH PROGRAM

THE POPULATION COUNCIL'S REPRODUCTIVE HEALTH PROGRAM WORKS TO IMPROVE THE SEXUAL AND REPRODUCTIVE HEALTH OF DISADVANTAGED POPULATIONS IN DEVELOPING COUNTRIES THROUGH THE CREATION AND INTRODUCTION OF APPROPRIATE CONTRACEPTIVE TECHNOLOGIES AND PROGRAM IMPLEMENTATION STRATEGIES, ASSISTANCE TO POLICYMAKERS IN FORMULATING EVIDENCE-BASED POLICIES, AND SCALE-UP OF INNOVATIONS IN SERVICE DELIVERY. ONE EXAMPLE OF THE COUNCIL'S EFFORTS TO IMPROVE SEXUAL AND REPRODUCTIVE HEALTH INCLUDES IDENTIFYING WAYS TO IMPROVE POSTABORTION CARE, INCLUDING DEMONSTRATING THE IMPORTANCE OF INCORPORATING FAMILY PLANNING AND REPRODUCTIVE HEALTH CARE INTO ABORTION-TREATMENT SERVICES. THE COUNCIL IS ALSO INVESTIGATING WAYS TO IMPROVE OVERALL HEALTH OF AT-RISK POPULATIONS BY COMBINING REPRODUCTIVE HEALTH SERVICES DELIVERY, SUCH AS FAMILY PLANNING, ANTENATAL CARE, AND HIV PREVENTION AND TREATMENT SERVICES.

SCIENTISTS AT THE POPULATION COUNCIL'S CENTER FOR BIOMEDICAL RESEARCH EXPLORE THE COMPLEX MECHANISMS THAT AFFECT REPRODUCTIVE PHYSIOLOGY, FERTILITY, AND THE TRANSMISSION OF HIV AND OTHER INFECTIONS. THEY ARE DEVELOPING CONTRACEPTIVE PRODUCTS AND SYSTEMS WITH ADDED MEDICAL BENEFITS, NEW TREATMENTS FOR INFERTILITY AND FOR CERTAIN CANCERS, AND METHODS OF PREVENTING HIV INFECTION.

PROGRAM PRIORITIES INCLUDE:

- INCREASING ACCESS TO FAMILY PLANNING AND OTHER SEXUAL AND REPRODUCTIVE HEALTH SERVICES, INCLUDING BY ADDRESSING SEXUALLY TRANSMITTED INFECTIONS AND GENDER-BASED VIOLENCE IN COUNTRIES WHERE INDIVIDUALS ARE UNABLE TO ACHIEVE THEIR REPRODUCTIVE HEALTH GOALS.
- REDUCING MATERNAL MORTALITY AND MORBIDITY BY MAKING PREGNANCY SAFER. THE COUNCIL FOCUSES ON WOMEN THROUGHOUT SUB-SAHARAN AFRICA AND SOUTH ASIA AND ON THE MOST VULNERABLE GROUPS IN OTHER REGIONS.
- DEVELOPING AND TESTING NEW CONTRACEPTIVES AND OTHER REPRODUCTIVE HEALTH CARE PRODUCTS TO BENEFIT WOMEN AND MEN IN COUNTRIES WHERE COUPLES ARE NOT ACHIEVING THEIR FERTILITY GOALS.
- EVALUATING THE EFFECTIVENESS AND ACCEPTABILITY OF NEW AND IMPROVED CONTRACEPTIVE TECHNOLOGIES AND DELIVERY MECHANISMS, TO ENSURE THAT THEY ARE RESPONSIVE TO CLIENTS' EVOLVING NEEDS.
- ENSURING THAT CONTRACEPTIVES AND OTHER REPRODUCTIVE HEALTH TECHNOLOGIES DEVELOPED BY THE POPULATION COUNCIL ARE ACCESSIBLE TO PEOPLE WHO MOST NEED THEM, BY MOBILIZING AND DEVELOPING COLLABORATIVE RELATIONSHIPS WITH THE PRIVATE SECTOR AND ENCOURAGING LICENSING, REGISTRATION, AND MANUFACTURING OF THE COUNCIL'S PRODUCTS.

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)
=====

LINE (B) HIV AND AIDS

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.

PROGRAM PRIORITIES INCLUDE:

- ADVANCING KNOWLEDGE OF HIV TRANSMISSION AND PATHOGENESIS.
- DEVELOPING AND TESTING MICROBICIDE CANDIDATES WITH MULTIPLE MECHANISMS OF ACTION, TO PROTECT AGAINST THE ACQUISITION OF SEXUALLY TRANSMITTED INFECTIONS INCLUDING HIV.
- REDUCING HIV ACQUISITION AND TRANSMISSION AMONG THE MOST VULNERABLE POPULATIONS.
- CONTRIBUTING TO THE ELIMINATION OF CHILDHOOD DEATHS FROM AIDS.
- DETERMINING SAFE, EFFECTIVE, AND COST-EFFECTIVE METHODS FOR DELIVERING LARGE-SCALE MALE CIRCUMCISION SERVICES FOR HIV PREVENTION.

LINE (C) POVERTY, GENDER AND YOUTH

THE TRANSITION TO ADULTHOOD FOR MANY ADOLESCENTS IN DEVELOPING COUNTRIES IS MARKED BY SEXUAL COERCION, UNWANTED PREGNANCY, SEXUALLY TRANSMITTED INFECTIONS (INCLUDING HIV AND AIDS), AND GENDER INEQUITIES. THE POPULATION COUNCIL'S POVERTY, GENDER, AND YOUTH PROGRAM AIMS TO DEVELOP EVIDENCE THAT CAN SERVE AS THE FOUNDATION FOR IMPROVED POLICIES AND PROGRAMS TO GIVE THESE YOUNG PEOPLE-THE LARGEST GENERATION EVER-A MORE PROMISING FUTURE.

PROGRAM PRIORITIES INCLUDE:

- SUPPORTING THE DEVELOPMENT OF EFFECTIVE PROGRAMS AND POLICIES BY INCREASING THE EVIDENCE BASE REGARDING VULNERABLE POPULATIONS, ESPECIALLY YOUNG WOMEN.
- REFINING AND SHARING RESEARCH TOOLS FOR GATHERING, ANALYZING, AND PRESENTING DATA RESOURCES; AND MAKING PRIMARY DATA SOURCES AVAILABLE.
- EXPANDING SCHOOLING, FINANCIAL LITERACY, AND LIVELIHOODS OPPORTUNITIES FOR YOUNG PEOPLE.
- GATHERING AND ANALYZING INFORMATION ABOUT EMERGING ISSUES SUCH AS EDUCATION IN THE CONTEXT OF HUMANITARIAN EMERGENCIES AND POPULATION AND THE ENVIRONMENT.

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

-EVALUATING THE IMPACT OF LONG-TERM PROJECTS THAT REQUIRE A SUBSTANTIAL INVESTMENT OF TIME DURING WHICH TO GATHER EVIDENCE, SUCH AS THOSE ADDRESSING HEALTH SERVICES AND POVERTY.

LINE (D) PROGRAM DEVELOPMENT AND SHARED ACTIVITIES

THE COUNCIL'S SENIOR LEADERSHIP MEETS REGULARLY TO DEVELOP STRATEGIES FOR IDENTIFYING FUTURE PROJECTS AND TO TEST NEW HYPOTHESES, TECHNOLOGIES AND PROGRAM APPROACHES. SHARED ACTIVITIES INCLUDE CAPACITY BUILDING, STRENGTHENING PROFESSIONAL RESOURCES AND INTELLECTUAL LEADERSHIP AMONG STAKEHOLDERS AND DONORS BY SUPPORTING THE PREPARATION OF SCHOLARLY PAPERS, OPINION PIECES, PROGRAM GUIDANCE AND BI-LATERAL AND MULTI-LATERAL CONSULTATIONS.

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. THE PAYOFF FROM DEVELOPING A WIDELY APPLICABLE RESEARCH METHOD OR ENHANCING LOCAL CAPACITY TO CONDUCT HIGH QUALITY RESEARCH OFTEN VASTLY EXCEEDS THE YIELD OF A SINGLE STUDY.

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 2007, POPULATION COUNCIL FELLOWSHIP PROGRAMS ENGAGED 48 EARLY-CAREER RESEARCHERS FROM AROUND THE WORLD, MANY LIKELY TO BE TOMORROW'S TOP PROFESSIONALS.

THE COUNCIL PROVIDES TECHNICAL ASSISTANCE, OFFERS WORKSHOPS, AND TEACHES COURSES FOR LOCAL INSTITUTIONS, DONORS, AND GOVERNMENTAL AND NONGOVERNMENTAL AGENCIES. INVESTMENTS IN TRAINING AND STRENGTHENING THE RESEARCH CAPACITY OF LOCAL INSTITUTIONS ENSURE THAT THE POPULATION COUNCIL IS MAKING A CONTINUING CONTRIBUTION TO REPRODUCTIVE HEALTH AND FAMILY PLANNING PROGRAMS AND POLICIES.

THE FOLLOWING OUTLINES A NUMBER OF THE TECHNICAL ASSISTANCE PROGRAMS UNDERTAKEN BY THE POPULATION COUNCIL IN 2007:

PROVIDING TECHNICAL ASSISTANCE/CAPACITY BUILDING TO THE INTERAGENCY -

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

- WORKING GROUP ON FEMALE GENITAL MUTILATION/CUTTING (FGM/C).
- PROVIDING TECHNICAL ASSISTANCE TO KENYA MINISTRY OF HEALTH PROJECT TO PREVENT FGM/C.
 - WORKING WITH FAITH-BASED ORGANIZATIONS TO IMPROVE REPRODUCTIVE HEALTH AND PREVENT HIV INFECTION IN ETHIOPIA.
 - ASSISTING MINISTRIES OF HEALTH IN KENYAN DISTRICTS TO INCORPORATE SUCCESSFUL ELEMENTS OF THE KENYA ADOLESCENT REPRODUCTIVE HEALTH PROGRAM INTO THEIR STANDARD PROTOCOLS AND POLICIES.
 - PROVIDING TECHNICAL ASSISTANCE/CAPACITY BUILDING TO SENEGAL'S MOH AND MINISTRY OF YOUTH FOR PLANNING PROGRAMS FOR ADOLESCENTS TO IMPROVE THEIR REPRODUCTIVE HEALTH.
 - WORKING WITH PROVIDERS AND PROGRAM MANAGERS TO IMPLEMENT A COMPREHENSIVE, EVIDENCE-BASED ANTENATAL AND POSTNATAL CARE PACKAGE IN KWAZULU-NATAL, SOUTH AFRICA.
 - BUILDING CAPACITY OF PROGRAM MANAGERS AND RESEARCHERS FROM VIETNAM, CAMBODIA, LAOS, MYANMAR, AND THAILAND TO INTRODUCE EMERGENCY CONTRACEPTION INTO THEIR NATIONAL REPRODUCTIVE HEALTH PROGRAMS.
 - PROVIDING TECHNICAL ASSISTANCE TO THE BANGLADESH AND NEPAL GOVERNMENTS TO INTRODUCE EMERGENCY CONTRACEPTION PILLS INTO THE NATIONAL FAMILY PLANNING PROGRAMS.
 - BUILDING CAPACITY AND SUPPORTING EVIDENCE-BASED PROGRAMS AND POLICIES IN POPULATION AND REPRODUCTIVE HEALTH IN PAKISTAN.

LINE (E) PUBLICATIONS - THE POPULATION COUNCIL COMMUNICATES THE RESULTS OF ITS WORK, AND THAT OF OTHERS IN THE FIELD, TO PEOPLE CONCERNED WITH POPULATION AND REPRODUCTIVE HEALTH ISSUES.

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

THE COUNCIL ALSO PUBLISHES AND DISSEMINATES A WIDE RANGE OF MATERIALS FOR PROFESSIONALS IN THE FIELD AND FOR GENERAL AUDIENCES, INCLUDING BOOKS, STATISTICAL COMPENDIA, CONFERENCE PROCEEDINGS, NEWSLETTERS, WORKING PAPERS, AND CD-ROMS. MOST MATERIALS ARE PROVIDED AT NO COST AND CAN BE SHIPPED UPON REQUEST, DISTRIBUTED AT CONFERENCES AND MEETINGS, OR DOWNLOADED FROM THE ORGANIZATION'S WEB SITE.

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT' D)
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STAFF MEMBERS ALSO PUBLISH THEIR WORK IN NUMEROUS EXTERNAL OUTLETS, INCLUDING PEER-REVIEWED JOURNALS. MORE THAN 380 PUBLICATIONS WERE PRODUCED IN 2007.

COUNCIL STAFF MEMBERS DISSEMINATE INFORMATION USING A WIDE RANGE OF ELECTRONIC VEHICLES, INCLUDING THE POPULATION COUNCIL'S OWN WEB SITE AT WWW.POPCOUNCIL.ORG. CURRENTLY FEATURING MORE THAN 1,800 PUBLICATIONS, ARTICLES, AND OTHER RESOURCES, THE SITE ALSO INCLUDES HUNDREDS OF POPULATION COUNCIL PROJECT DESCRIPTIONS. SYNOPSES OF RESEARCH OUTCOMES ARE DISTRIBUTED VIA THE COUNCIL'S OWN E-MAIL LISTS AND EXTERNAL E-MAIL LISTS AND PORTALS.

COUNCIL STAFF MEMBERS PRESENT THEIR WORK AT MEETINGS AND CONFERENCES AROUND THE WORLD. THE ORGANIZATION WORKS WITH REPORTERS TO SHARE NEWSWORTHY RESEARCH FINDINGS AND BROADEN THE REACH OF DISSEMINATION ACTIVITIES.

FUNDAMENTAL TO ACHIEVING ITS GOALS, THE COUNCIL SEEKS TO ENSURE THAT ITS PRIMARY CONSTITUENTS-INCLUDING HEALTH CARE PROVIDERS, PROGRAM MANAGERS, AND POLICYMAKERS-HAVE READY ACCESS TO ITS RESEARCH FINDINGS AND EVIDENCE OF SUCCESSFUL PROGRAMS. THAT KNOWLEDGE CAN THEN BE APPLIED TO IMPROVE THE HEALTH AND WELL-BEING OF THE PEOPLE THEY SERVE.

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 AS EDITOR OF POPULATION AND DEVELOPMENT REVIEW, A JOURNAL HE FOUNDED IN 1975. HE ALSO INVESTIGATES CAUSES AND CONSEQUENCES OF POPULATION CHANGE AND ANALYZES PUBLIC POLICY DEBATES ON POPULATION ISSUES. THE OTHER DISTINGUISHED SCHOLAR SERVES AS A POPULATION COUNCIL VICE PRESIDENT. 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 IN THE DEVELOPING WORLD. THE DISTINGUISHED SCIENTIST SERVES AS CHAIR OF THE COUNCIL'S INSTITUTIONAL REVIEW BOARD, WHICH OVERSEES PROTECTION OF HUMAN SUBJECTS IN RESEARCH. HIS BIOMEDICAL RESEARCH FOCUSES ON FERTILITY REGULATION AND REPRODUCTIVE HEALTH.

FORM 990 - GENERAL EXPLANATION ATTACHMENT
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LOANS PAYABLE
FORM 990, PART IV, LINE 64B

LOANS PAYABLE

FUNDING IN THE FORM OF A NONINTEREST-BEARING LOAN OF \$1,506,000 WAS OBTAINED IN 1994 FOR PROGRAM-RELATED EXPENDITURES. CURRENTLY, THERE IS NO REPAYMENT SCHEDULE FOR THE LOAN, WHICH IS TO BE REPAYED AFTER THE COUNCIL RECOUPS ITS COSTS RELATED TO THE PROGRAM.

FORM 990 - GENERAL EXPLANATION ATTACHMENT
=====

COMPENSATION

FORM 990, PART V-A AND PART V-B, AND SCHEDULE A PART I

THE POPULATION COUNCIL'S MISSION AND PROGRAMS REQUIRE A FULL-TIME, EFFECTIVE AND COMMITTED STAFF TO BE SUCCESSFUL. THE PUBLIC AND THE COUNCIL'S CONSTITUENTS EXPECT THE COUNCIL TO BE MANAGED IN AN EFFICIENT, PROFESSIONAL MANNER BY TALENTED AND PRODUCTIVE PROFESSIONAL LEADERSHIP. THEREFORE, THE COUNCIL OFFERS COMPETITIVE COMPENSATION IN ORDER TO ATTRACT AND RETAIN THE HIGHEST LEVEL OF STAFF LEADERSHIP AND MANAGEMENT. COMPENSATION MAY INCLUDE OTHER ALLOWANCES, AS APPROPRIATE, WHICH MAY COMPRISE HOUSING, RELOCATION, TUITION REIMBURSEMENT AND DOMESTIC PARTNER HEALTHCARE BENEFITS. WHILE DESIRING TO BE COMPETITIVE, THE COUNCIL IS ALSO COMMITTED TO THE HIGHEST STANDARDS OF STEWARDSHIP OF PUBLIC FUNDS. ACCORDINGLY, IN-DEPTH LABOR MARKET ANALYSIS IS CONDUCTED AT REGULAR INTERVALS.

FORM 990 - GENERAL EXPLANATION ATTACHMENT
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FOREIGN COUNTRIES
FORM 990, PART VI, LINE 91C - FOREIGN COUNTRIES

- BANGLADESH
- BOLIVIA
- BURKINA FASO
- EGYPT
- ETHIOPIA
- GHANA
- GUATEMALA
- INDIA
- KENYA
- MALI
- MEXICO
- NIGERIA
- PAKISTAN
- SENEGAL
- SOUTH AFRICA
- SUDAN
- VIETNAM
- ZAMBIA

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES
=====

DESCRIPTION

AMOUNT

GAIN ON LEASE OBLIGATION

400,092.

TOTAL

400,092.
=====

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
NET UNREALIZED LOSS-SALE OF INVESTMENTS	8,735,087.
LOSS ON SETTLEMENT OF CLAIMS	478,000.
ADOPTION OF SFAS 158	1,028,563.

TOTAL	10,241,650. =====

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID		
TULANE UNIV TULANE NATL PRIMATE RSRCH CNTR US GRANT 1430 TULANDE AVENUE EP 15 NEW ORLEANS, LA 70112	NONE 501(C)(3) HIV AND AIDS	915,009.
UNIV OF LIMPOPO TRUST SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT HIV AND AIDS	759,516.
UNIV OF CAPE TOWN RSRCH AND INNOVATION DEPT SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT HIV AND AIDS	632,525.
UNIV OF CAPE TOWN SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT HIV AND AIDS	442,505.
MEDICAL RSRCH COUNCIL SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT HIV AND AIDS	417,877.
TULANE UNIV TULANE NATL PRIMATE RSRCH CNTR US GRANT 1430 TULANDE AVENUE EP 15 NEW ORLEANS, LA 70112	NONE 501(C)(3) HIV AND AIDS	316,464.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIV OF LIMPOPO MEDUNSA CAMPUS SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	245,469.
INTERNATL CNTR FOR RSCH ON WOMEN US GRANT 1717 MASSACHUSETTS AVENUE NW SUITE 302 WASHINGTON, DC 20036	NONE 501(C)(3)	HIV AND AIDS	233,507.
PROGRAM FOR APPROPRIATE TECHNOLOGY IN HEALTH US GRANT 1455 NW LEARY WAY SEATTLE, WA 98107	NONE 501(C)(3)	HIV AND AIDS	194,387.
TULANE UNIV TULANE NATL PRIMATE RSCH CNTR US GRANT 1430 TULANDE AVENUE EP 15 NEW ORLEANS, LA 70112	NONE 501(C)(3)	HIV AND AIDS	174,563.
TULANE NATL PRIMATE RSCH CNTR TULANE UNIV US GRANT 1430 TULANDE AVENUE EP 15 NEW ORLEANS, LA 70112	NONE 501(C)(3)	HIV AND AIDS	158,440.
FAMILY HEALTH OPTIONS KENYA KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	157,911.
TULANE UNIV TULANE NATL PRIMATE RSCH CNTR US GRANT 1430 TULANDE AVENUE EP 15 NEW ORLEANS, LA 70112	NONE 501(C)(3)	HIV AND AIDS	152,577.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATL CNTR FOR RSCH ON WOMEN US GRANT 1717 MASSACHUSETTS AVENUE NW SUITE 302 WASHINGTON, DC 20036	NONE 501(C)(3)	HIV AND AIDS	121,225.
RURALNET ASSOCIATES LTD ZAMBIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	109,962.
INTERNATL HIV AIDS ALLIANCE UNITED KINGDOM GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	95,064.
INSTITUTE FOR SOCIAL DVLPMT STUDIES VIETNAM GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	90,261.
INTERNATL CNTR FOR RSCH ON WOMEN US GRANT 1717 MASSACHUSETTS AVENUE NW SUITE 302 WASHINGTON, DC 20036	NONE 501(C)(3)	HIV AND AIDS	89,388.
INTERNATL CENTRE FOR REPRODUCTIVE HEALTH KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	69,025.
PROGRESSUS RSCH AND DVLPMT CONSULTANCY SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	56,645.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIV OF CAPE TOWN SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	54,924.
FED OF MUSLIM WOMENS ASSOCS IN NIGERIA NIGERIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	53,625.
ADOLESCENT HEALTH AND INFORMATION PROJECTS NIGERIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	52,965.
ISLAMIC EDUC TRUST NIGERIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	52,305.
PROGRESSUS RSCH AND DVLPMNT CONSULTANCY SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	50,974.
OVERSEAS DVLPMNT INSTITUTE UNITED KINGDOM GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	50,869.
HEALTH PROMOTION RSCH AND DVLPMNT UNIT SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	50,561.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROGRESSUS RSCH AND DVLPMT CONSULTANCY SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	47,116.
CENTRO DE PESQUISAS SAUDE REPROD CAMPINAS BRAZIL GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	42,600.
EASTERN CAPE PROVINCIAL COUNCIL OF CHURCHES SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	41,628.
ANNAMALAI UNIVERSIT INDIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	41,582.
TNS INDIA PVT LTD INDIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	40,160.
CENTRAL STATISTICAL OFFICE OF SWAZILAND SWAZILAND GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	39,220.
CRYSTAL HILL LIMITED KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	26,741.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BARON DIAMOND AIDS RSCH CNTR US GRANT 455 FIRST AVENUE NEW YORK, NY 10016	NONE 501(C)(3)	HIV AND AIDS	24,968.
THE INSTITUTE OF ECONOMIC AND SOCIAL RSCH ZAMBIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	22,033.
TULANE UNIV SCHL OF PUB HLTH AND TROPICAL MED. US GRANT 1440 CANAL STREET SUITE 2200 BOX 13 NEW ORLEANS, LA 70112	NONE 501(C)(3)	HIV AND AIDS	21,240.
Y R GAUTONDE MEDICAL EDUCAL AND RSCH FDN INDIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	19,800.
TRUST FOR HEALTH SYSTEMS PLANNING AND DVLPMT SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	15,938.
ASSOC PERSONNES AVEC VIH SIDA ARCAD SIDA MALI GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	15,900.
ACADEMY FOR NURSING STUDIES INDIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	14,413.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATL CENTRE FOR REPRODUCTIVE HEALTH KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	13,600.
KARNATAKA HEALTH PROMOTION TRUST INDIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	10,102.
POPULATION AND COMMUNITY DVLPMT ASSOCIATION THAILAND C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	9,756.
TULANE UNIV DEPT OF INTERNATL HEALTH AND DVLPMT US GRANT 1440 CANAL STREET SUITE 2200 BOX 13 NEW ORLEANS, LA 70112	NONE 501(C)(3)	HIV AND AIDS	9,423.
INTERNATL CNTR FOR RSRCH ON WOMEN US GRANT 1717 MASSACHUSETTS AVENUE NW SUITE 302 WASHINGTON, DC 20036	NONE 501(C)(3)	HIV AND AIDS	8,000.
INTERNATL CENTRE FOR REPRODUCTIVE HEALTH KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	6,077.
UNIV OF ZIMBABWE UNIV CA SAN FRAN COLLAB RSRCH ZIMBABWE GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	5,399.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RSRCH TRIANGLE INTERNATL US GRANT 701 13TH STREET NW SUITE 750 WASHINGTON, DC 02005	NONE 501(C)(3)	HIV AND AIDS	5,000.
JOHNS HOPKINS UNIV BLOOMBERG SCHL OF PUB HLTH US GRANT 615 NO. WOLFE ST. ROOM E5533 BALTIMORE, MD 22301	NONE 501(C)(3)	HIV AND AIDS	4,172.
LIVERPOOL VCT AND CARE KENYA KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	2,769.
STEADMAN RSRCH SERVICES INTERNATL LTD KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	1,994.
TNS INDIA PVT LTD INDIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	1,913.
INTERNATL CENTRE FOR REPRODUCTIVE HEALTH KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	HIV AND AIDS	953.
ENGENDERHEALTH US GRANT 440 NINTH AVENUE NEW YORK, NY 10001	NONE 501(C)(3)	POVERTY GENDER AND YOUTH	125,000.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN COLLEGE OF NURSE MIDWIVES US GRANT 8403 COLESVILLE RD. SUITE 1550 SILVER SPRING, MD 20910	NONE 501(C)(3)	POVERTY GENDER AND YOUTH	82,933.
ISIRIANGU HEALTH AND DVLPMT AGENCY SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	75,000.
CNTR FOR THE DVLPMT OF PEOPLE CEDEP GHANA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	36,559.
PROCONDE GUATEMALA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	35,675.
ASOC PROYECTOS CONSULTORIAS Y DESARROLLO SA GUATEMALA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	28,047.
UNIV OF SOUTHAMPTON SCHL OF SOCIAL SCIENCES UNITED KINGDOM GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	25,000.
CAROLINA FOR KIBERA KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	21,538.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DVLPMT RSRCH AFRICA SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	21,250.
NAHDET MISR FDN FOR DVLPMT EDUC AND TRAINING EGYPT GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	12,000.
MICROSAFE CONSULTING LIMITED KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	11,617.
KIBERA COMMUNITY SELF HELP PROGRAMME KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	POVERTY GENDER AND YOUTH	8,000.
IBIS REPRODUCTIVE HEALTH INC US GRANT 2 BRATTLE SQUARE CAMBRIDGE, MA 02138	NONE 501(C)(3)	PROGRAM DEVELOPMENT AND SHARED ACTIVITIES	13,993.
SUDANESE POPULATION NETWORK SUDAN GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	PROGRAM DEVELOPMENT AND SHARED ACTIVITIES	8,000.
SUDANESE POPULATION NETWORK SUDAN GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	PROGRAM DEVELOPMENT AND SHARED ACTIVITIES	6,495.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THAI POPULATION ASSOCIATION THAILAND GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	PROGRAM DEVELOPMENT AND SHARED ACTIVITIES	5,000.
SAVE THE CHILDREN FEDERATION INC US GRANT 54 WILTON ROAD WESTPORT, CT 06880	REPRODUCTIVE HEALTH	472,693.
MERCY CORPS US GRANT DEPT. W 3015 SW 1ST AVENUE PORTLAND, OR 97201	REPRODUCTIVE HEALTH	423,393.
FAMILY HEALTH INTERNATL US GRANT P. O. BOX 13950 RESEARCH TRIANGLE PARK, NC 27709	REPRODUCTIVE HEALTH	354,973.
THE JHPIEGO CORPORATION US GRANT 1615 THAMES STREET BALTIMORE, MD 21231	REPRODUCTIVE HEALTH	337,631.
MONTEFIORE MEDICAL CNTR US GRANT ALBERT EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PA BRONX, NY 10461	REPRODUCTIVE HEALTH	328,409.
COLUMBUS CNTR FOR WOMENS HEALTH RSCH US GRANT 99 NORTH BRICE ROAD SUITE 120 COLUMBUS, OH 43213	REPRODUCTIVE HEALTH	316,964.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENGENDERHEALTH US GRANT 440 NINTH AVENUE NEW YORK, NY 10001	REPRODUCTIVE HEALTH	248,332.
HEALTH AND NUTRITION DVLPMT SOCIETY PAKISTAN GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	REPRODUCTIVE HEALTH	207,357.
TSHWARANANG LEGAL ADVOCACY CENTRE SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	REPRODUCTIVE HEALTH	150,000.
KAROLINKSA INSTITUTET DEPT OF WOMAN AND CHILD HLTH SWEDEN GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	REPRODUCTIVE HEALTH	149,169.
TSHWARANANG LEGAL ADVOCACY CENTRE SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	REPRODUCTIVE HEALTH	148,929.
TSHWARANANG LEGAL ADVOCACY CENTRE SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	REPRODUCTIVE HEALTH	145,569.
UNIV OF CHICAGO US GRANT 970 EAST 58 STREET CHICAGO, IL 60603	REPRODUCTIVE HEALTH	142,580.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JOHNS HOPKINS UNIV FOR BLOOMBERG SCHL PUEBLIC HLTH US GRANT 615 NORTH WOLFE STREET BALTIMORE, MD 21205	NONE 501(C)(3)	REPRODUCTIVE HEALTH	135,405.
HLTH RSCH ASSOC OF LA CNTY UNIV SO CA MED CNTR US GRANT 1640 MARENGO STREET 7TH FLOOR LOS ANGELES, CA 90033	NONE 501(C)(3)	REPRODUCTIVE HEALTH	134,626.
UNIV OF CALIFORNIA US GRANT 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO, CA 94143	NONE 501(C)(3)	REPRODUCTIVE HEALTH	121,806.
INSTITUTO CHILENO DE MEDICINA REPRODUCTIVA CHILE GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	107,186.
LIVERPOOL VCT AND CARE KENYA KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	100,006.
INSTITUTO CHILENO DE MEDICINA REPRODUCTIVA CHILE GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	95,634.
JOHNS HOPKINS UNIV FOR BLOOMBERG SCHL PUEBLIC HLTH US GRANT 615 NORTH WOLFE STREET BALTIMORE, MD 21205	NONE 501(C)(3)	REPRODUCTIVE HEALTH	89,473.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE AGA KHAN UNIV PAKISTAN GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	85,000.
UNIV OF ILLINOIS AT URBANA CHAMPAIGN US GRANT 1901 SOUTH FIRST STREET SUITE A CHAMPAIGN, IL 61820	NONE 501(C)(3)	REPRODUCTIVE HEALTH	79,590.
AGA KHAN UNIV HOSPITAL PAKISTAN GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3)	REPRODUCTIVE HEALTH	75,287.
CENTRO DE PESQUISAS SAUDE REPROD DE CAMPINAS BRAZIL GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	71,925.
THE AIDS SUPPORT ORGANIZATION UGANDA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	71,822.
PROFAMILIA ASOC DOMINICANA PROBIENESTAR DE FAMILIA DOMINICAN REPUBLIC GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	69,749.
THE AIDS SUPPORT ORGANIZATION UGANDA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	63,344.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY PLANNING NEW SOUTH WALES AUSTRALIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	63,333.
TSHWRAPANG LEGAL ADVOCACY CENTRE SOUTH AFRICA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	60,267.
GHANA HEALTH SERVICE REGIONAL DIRECTORATES GHANA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	51,120.
JHEIEGO CORPORATION US GRANT BROWN'S WHARF 1615 THAMES STREET SUITE 200 BALTIMORE, MD 21231	NONE 501(C)(3)	REPRODUCTIVE HEALTH	50,000.
GREENSTAR SOCIAL MARKETING PAKISTAN G LTD PAKISTAN GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	50,000.
HUMAN RESOURCE DVLPMT MINISTRY OF HEALTH GHANA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	48,473.
GHANA HEALTH SERVICE GHANA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	47,187.

THE POPULATION COUNCIL, INC.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUMAN RESOURCE DVLPMT MINISTRY OF HEALTH GHANA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	44,330.
INSTITUTO CHILENO DE MEDICINA REPRODUCTIVA CHILE GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	40,000.
RSRCH AND DVLPMT INITIATIVE PVT LTD INDIA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	39,995.
GHANA HEALTH SERVICE GHANA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	36,745.
CENTRE DE FORMATION RECHERCHE SANTE DE REPROD SENEGAL GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	35,495.
CENTRE FOR THE STUDY OF ADOLESCENCE KENYA GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	35,007.
ASSOCIATION VIVRE ENSEMBLE BURKINA FASO GRANT C O ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE 501(C)(3) EQUIVALENT	REPRODUCTIVE HEALTH	35,000.