** PUBLIC DISCLOSURE COPY **

Form 990 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)

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

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning and ending

B Check if applicable:
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
POPULATION SERVICES INTERNATIONAL

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1120 NINETEENTH STREET, NW 600

City or town, state or country, and ZIP + 4
WASHINGTON, DC 20036

D Employer identification number
56-0942853

E Telephone number
202-785-0072

G Gross receipts $ 202,495,583.

F Name and address of principal officer: KIM SCHWARTZ
SAME AS C ABOVE

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

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.PSI.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1984

M State of legal domicile: DC

Part I Summary

Activities & Governance

1	Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
2	Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	13
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
5	Total number of employees (Part V, line 2a)	5	394
6	Total number of volunteers (estimate if necessary)	6	13
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	-84,738.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-84,738.

Revenue

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	388,618,481.	195,742,605.
9	Program service revenue (Part VIII, line 2g)	27,392,587.	
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,762,645.	3,367,116.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-303,657.	-1,166,987.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	417,470,056.	197,942,734.

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	25,866,514.	18,420,033.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	98,245,613.	53,541,171.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 621,639.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	285,406,231.	125,676,774.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	409,518,358.	197,637,978.
19	Revenue less expenses. Subtract line 18 from line 12	7,951,698.	304,756.

Net Assets or Fund Balances

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	276,076,145.	452,677,906.
21	Total liabilities (Part X, line 26)	211,981,314.	420,995,314.
22	Net assets or fund balances. Subtract line 21 from line 20	64,094,831.	31,682,592.

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

▶ KIM SCHWARTZ, CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature | Date | Check if self-employed ▶ ☐ | Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4
BDO USA, LLP
7101 WISCONSIN AVE., SUITE 800
BETHESDA, MD 20814-4827

EIN ▶

Phone no. ▶ (301)654-4900

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission: SEE SCHEDULE O

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

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

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

4a (Code:) (Expenses $ 183,921,096. including grants of $) (Revenue $)
SOCIAL MARKETING, AIDS EDUCATION HEALTH, FAMILY PLANNING SERVICES AND EDUCATIONAL ORGANIZATION. TO DEVELOP AND ADMINISTER FAMILY PLANNING, AIDS PREVENTION / EDUCATION & MATERNAL / CHILD HEALTH PROGRAMS. THE DISTRIBUTION OF INFORMATIVE LITERATURE AND COMMODITIES PERTAINING TO ABOVE IN DEVELOPING COUNTRIES WORLDWIDE.

4b (Code:) (Expenses $ including grants of $) (Revenue $)

4c (Code:) (Expenses $ including grants of $) (Revenue $)

4d Other program services. (Describe in Schedule O.)
(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses ▶ $** 183,921,096.

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*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	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*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4	X	
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where 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*	6		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*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; 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*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	Is the organization's answer to any of the following questions "Yes"? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*			
	• 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.*			
	• 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.*			
	• 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.*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	• 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? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII.*	12		X
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* (Yes: X / No:)	12A		
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	X	
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15	X	
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		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*	17		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*	18		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*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	94		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	394		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return. (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	X	
b	If "Yes," enter the name of the foreign country: ▶ SEE SCHEDULE O See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

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.*

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a	13		
b	Enter the number of voting members that are independent	1b	13		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NY, AL, AK, AZ, CA, CT, DC, FL, GA, IL, KS, KY

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

KIM SCHWARTZ - 202-785-0072

1120 NINETEENTH STREET, NW, NO. 600, WASHINGTON, DC 20036

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

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. Use Schedule J-2 if additional space is needed.

- 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. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
FRANK LOY DIRECTOR	1.00	X						0.	0.	0.
SARAH EPSTEIN DIRECTOR	1.00	X						0.	0.	0.
GAIL HARMON DIRECTOR	1.00	X						0.	0.	0.
JUDITH HOPE DIRECTOR	1.00	X						0.	0.	0.
GILBERT OMENN DIRECTOR	1.00	X						0.	0.	0.
MECHAI VIRAVAIDYA DIRECTOR	1.00	X						0.	0.	0.
REHANA AHMED DIRECTOR	1.00	X						0.	0.	0.
FRANK CARLUCCI DIRECTOR	1.00	X						0.	0.	0.
SHIMA GYOH DIRECTOR	1.00	X						0.	0.	0.
WILLIAM HARROP DIRECTOR	1.00	X						0.	0.	0.
ASHLEY JUDD DIRECTOR	1.00	X						0.	0.	0.
MALCOLM POTTS DIRECTOR	1.00	X						0.	0.	0.
DAVID BLOOM DIRECTOR	1.00	X						0.	0.	0.
KARL HOFMANN CHIEF EXECUTIVE OFFICER	50.00			X				359,394.	0.	45,810.
PETER CLANCY CHIEF OPERATING OFFICER	50.00			X				329,624.	0.	52,942.
DOUGLAS STEVENS JNR. TREASURER & CFO	50.00			X				255,874.	0.	51,903.
KIM SCHWARTZ CHIEF FINANCIAL OFFICER	50.00			X				18,027.	0.	1,263.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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			
STEVEN CHAPMAN CHIEF TECHNICAL OFFICER	50.00			X				249,853.	0.	28,139.
SALLY COWAL CHIEF LAISION OFFICER	50.00			X				232,707.	0.	26,035.
KATHLYN ROBERTS VICE PRESIDENT	50.00				X			321,157.	0.	39,037.
DAVID REENE SNR VP & COUNTRY REP	50.00				X			263,236.	0.	20,952.
CHASTAIN FITZGERALD VICE PRESIDENT	50.00				X			256,411.	0.	28,492.
DESMOND CHAVASSE VICE PRESIDENT	50.00				X			229,112.	0.	38,933.
BARRY WHITTLE REGIONAL DIRECTOR	50.00				X			226,498.	0.	20,611.
MOUSSA ABBO REGIONAL DIRECTOR	50.00				X			199,795.	0.	34,732.
BRIAN SMITH REGIONAL DIRECTOR	50.00				X			172,241.	0.	36,022.
TIM MCLELLAN REGIONAL DIRECTOR	50.00				X			159,063.	0.	36,924.
1b Total ▶								4,579,114.	0.	546,635.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 96

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		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? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		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.

(A) Name and business address	(B) Description of services	(C) Compensation
RAFFA 1899 L STREET, NW, WASHINGTON, DC 20036	CONSULTING SERVICES	573,647.
KPMG, LLP 2001 M STREET, NW, WASHINGTON, DC 20036	AUDIT SERVICES	538,480.
JST CONSULTING, INC. 1508 PARK AVENUE, RICHMOND, VA 23220	CONSULTANTS	536,141.
THE BREAKAWAY GROUP 4600 S. ULSTER, DENVER, CO 30237	PROF. SERVICES- LAWSON SET-UP	504,418.
WUNDERLICH ENTERPRISES, 6384 S. CREEK COURT, FLOWERY BRANCH, GA 35042	CONSULTING SERVICES	396,950.

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 ▶ 30

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns 1a				
	b Membership dues 1b				
	c Fundraising events 1c				
	d Related organizations 1d				
	e Government grants (contributions) 1e 94,337,243.				
	f All other contributions, gifts, grants, and similar amounts not included above 1f 101,405,362.				
	g Noncash contributions included in lines 1a-1f: $ 4,644,926.				
	h **Total.** Add lines 1a-1f ▶	195,742,605.			
Program Service Revenue		Business Code			
	2 a				
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g **Total.** Add lines 2a-2f ▶				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶	2,274,113.			2,274,113.
	4 Income from investment of tax-exempt bond proceeds ▶				
	5 Royalties ▶				
		(i) Real	(ii) Personal		
	6 a Gross Rents 3,245,600.				
	b Less: rental expenses 4,552,849.				
	c Rental income or (loss) -1,307,249.				
	d Net rental income or (loss) ▶	-1,307,249.		-84,738.	-1,222,511.
		(i) Securities	(ii) Other		
	7 a Gross amount from sales of assets other than inventory 1,093,003.				
	b Less: cost or other basis and sales expenses				
	c Gain or (loss) 1,093,003.				
	d Net gain or (loss) ▶	1,093,003.			1,093,003.
	8 a 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 ▶				
	9 a Gross income from gaming activities. See Part IV, line 19 a				
	b Less: direct expenses b				
	c Net income or (loss) from gaming activities ▶				
	10 a 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 ▶				
	Miscellaneous Revenue	Business Code			
	11 a FOREIGN CUR TRANS GAIN	900099	140,262.	140,262.	
	b				
	c				
	d All other revenue				
	e **Total.** Add lines 11a-11d ▶	140,262.			
	12 **Total revenue.** See instructions. ▶	197,942,734.	140,262.	-84,738.	2,144,605.

Part IX Statement of Functional Expenses

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

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 U.S. See Part IV, line 21	832,237.	832,237.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	17,587,796.	17,587,796.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	3,920,564.	1,215,534.	2,636,594.	68,436.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	29,874,201.	21,081,708.	8,713,276.	79,217.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,290,473.	759,440.	526,946.	4,087.
9 Other employee benefits	16,924,467.	14,066,460.	2,830,829.	27,178.
10 Payroll taxes	1,531,466.	800,170.	722,419.	8,877.
11 Fees for services (non-employees):				
a Management				
b Legal	641,187.	339,030.	283,301.	18,856.
c Accounting	2,264,829.	1,324,122.	940,707.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	10,909,318.	6,687,817.	4,120,128.	101,373.
12 Advertising and promotion	14,313,322.	14,307,553.	5,769.	
13 Office expenses	4,479,698.	3,833,569.	643,701.	2,428.
14 Information technology	560,087.	59,940.	500,147.	
15 Royalties				
16 Occupancy	5,519,186.	4,552,785.	966,401.	
17 Travel	12,924,328.	10,517,979.	2,364,418.	41,931.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,949,827.	1,593,000.	342,397.	14,430.
20 Interest	110,344.		110,344.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	5,359,771.	3,066,018.	2,293,753.	
23 Insurance	1,269,514.	1,127,176.	142,338.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a COST OF GOODS SOLD	41,952,361.	41,952,361.		
b DONATED COMMODITIES	9,564,445.	9,564,445.		
c B DEBT & CURRENCY LOSS	4,380,637.		4,380,637.	
d MISCELLANOUS EXPENSE	3,981,111.	3,576,962.	402,062.	2,087.
e TRAINING	3,231,813.	3,151,457.	79,768.	588.
f All other expenses	2,264,996.	21,923,537.	-19,910,692.	252,151.
25 **Total functional expenses.** Add lines 1 through 24f	197,637,978.	183,921,096.	13,095,243.	621,639.
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		66,066,081.	1	233,414,656.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	89,945,609.
	4	Accounts receivable, net		1,946,482.	4	555,178.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		26,318,855.	8	6,207,774.
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 78,771,330.			
	b	Less: accumulated depreciation	10b 12,871,790.	66,944,952.	10c	65,899,540.
	11	Investments - publicly traded securities		90,285,280.	11	45,080,473.
	12	Investments - other securities. See Part IV, line 11			12	
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		24,514,495.	15	11,574,676.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		276,076,145.	16	452,677,906.
Liabilities	17	Accounts payable and accrued expenses		44,114,671.	17	23,880,829.
	18	Grants payable			18	
	19	Deferred revenue		120,795,609.	19	253,373,863.
	20	Tax-exempt bond liabilities		28,200,000.	20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		17,324,000.	23	45,524,000.
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities. Complete Part X of Schedule D		1,547,034.	25	98,216,622.
	26	**Total liabilities.** Add lines 17 through 25		211,981,314.	26	420,995,314.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		51,854,292.	27	19,755,169.
	28	Temporarily restricted net assets		12,229,352.	28	11,916,236.
	29	Permanently restricted net assets		11,187.	29	11,187.
		Organizations that do not follow SFAS 117, check here ▶ [ ] 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		64,094,831.	33	31,682,592.
	34	Total liabilities and net assets/fund balances		276,076,145.	34	452,677,906.

Part XI Financial Statements and Reporting

			Yes	No
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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
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.	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X	
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.	3b	X	

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

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

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

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

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

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

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

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

		Yes	No
(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? 11g(i)		
(ii)	A family member of a person described in (i) above? 11g(ii)		
(iii)	A 35% controlled entity of a person described in (i) or (ii) above? 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? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	267,464,257.	285,693,447.	300,588,056.	388,359,005.	195,742,605.	1437847370.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	267,464,257.	285,693,447.	300,588,056.	388,359,005.	195,742,605.	1437847370.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4.						1437847370.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	267,464,257.	285,693,447.	300,588,056.	388,359,005.	195,742,605.	1437847370.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	906,902.	1,411,560.	2,465,130.	2,018,108.	2,274,113.	9,075,813.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)					140,262.	140,262.
11 **Total support.** Add lines 7 through 10						1447063445.

12 Gross receipts from related activities, etc. (see instructions) ▶ 12

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	99.36 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%

16a **33 1/3% support test - 2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2009.** 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 - 2008.** 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 ▶ ☐

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2009

Name of the organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	[X] 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

[X] 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, aggregate 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 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. 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		$ 43,979,224.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2		$ 2,162,255.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3		$ 27,864,501.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4		$ 6,892,361.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5		$ 3,914,133.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6		$ 2,482,671.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7		$ 3,983,257.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8		$ 18,374,406.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	DONATED COMMODITIES	$ 2,162,255.	12/31/09
6	DONATED COMMODITIES	$ 2,482,671.	12/31/09
		$	
		$	
		$	
		$	
		$	

Name of organization: POPULATION SERVICES INTERNATIONAL

Employer identification number: 56-0942853

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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.) ▶ $

(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

(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

(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

(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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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.

OMB No. 1545-0047

2009

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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), then

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

Name of organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

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 payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

A Check ▶ ☐ if the filing organization belongs to an affiliated group.

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)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)	70,416.	
c Total lobbying expenditures (add lines 1a and 1b)	70,416.	
d Other exempt purpose expenditures	197,807,719.	
e Total exempt purpose expenditures (add lines 1c and 1d)	197,878,135.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	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.	
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000.
Over $17,000,000	$1,000,000.

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? ☐ Yes ☐ 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures		40,785.	109,910.	70,416.	221,111.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

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

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

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

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

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

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
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?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

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

Schedule D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
POPULATION SERVICES INTERNATIONAL

Employer identification number
56-0942853

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

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

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or pleasure)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

		Held at the End of the Tax Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

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

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

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

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

		(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance					
b	Contributions					
c	Net investment earnings, gains, and losses					
d	Grants or scholarships					
e	Other expenditures for facilities and programs					
f	Administrative expenses					
g	End of year balance					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ▶ _____%
b Permanent endowment ▶ _____%
c Term endowment ▶ _____%

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

		Yes	No
(i)	unrelated organizations	3a(i)		
(ii)	related organizations	3a(ii)		
b	If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of investment		(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land		24,911,548.		24,911,548.
b	Buildings		29,015,363.	2,677,122.	26,338,241.
c	Leasehold improvements		88,754.	38,829.	49,925.
d	Equipment		2,970,347.	1,827,036.	1,143,311.
e	Other		21,785,318.	8,328,803.	13,456,515.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶					65,899,540.

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

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

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

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

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

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

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

1. (a) Description of liability	(b) Amount
Federal income taxes	
DEPOSITS HELD IN TRUST	88,258,796.
LETTER OF CREDIT	9,654,062.
OTHER LIABILITIES	303,764.
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	98,216,622.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

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

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	

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

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

Part XIV Supplemental Information

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

PART X: PSI HAS FILED FOR AND RECEIVED INCOME TAX EXEMPTIONS IN THE VARIOUS U.S. JURISDICTIONS WHERE IT IS REQUIRED TO DO SO. PSI FILES THE FEDERAL FORM 990 TAX RETURN WITH THE U.S. AND WITH VARIOUS STATES. PSI ADOPTED THE PROVISIONS OF FINANCIAL ACCOUNTING STANDARDS BOARD INTERPRETATION NO. 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, ON JANUARY 1, 2007. PSI MANAGEMENT DOES NOT BELIEVE THERE ARE ANY UNRECOGNIZED TAX BENEFITS/LIABILITIES THAT SHOULD BE RECORDED.

Schedule F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

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

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

2 **For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
CENTRAL AMERICA AND THE CARIBBEAN	0	198	PROGRAM SERVICES	SOCIAL MARKETING	1,663,951.
EAST ASIA AND THE PACIFIC	0	456	PROGRAM SERVICES	SOCIAL MARKETING	30,319,403.
RUSSIA & THE NEWLY INDEPENDENT STATES	0	43	PROGRAM SERVICES	SOCIAL MARKETING	1,720,918.
SOUTH ASIA	0	2027	PROGRAM SERVICES	SOCIAL MARKETING	7,760,747.
SUB-SAHARAN AFRICA	0	3984	PROGRAM SERVICES	SOCIAL MARKETING	90,380,787.
Totals ▶	0	6708			131,845,806.

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

Use Schedule F-1 (Form 990) 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)
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	16,433.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	12,352.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	E CARIB OPTIONS HIV PREV REIMB	11,914.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	E CARIB OPTIONS HIV PREV REIMB	11,914.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	11,531.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	11,530.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	10,516.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	10,337.	CHECK	0.		

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 ▶ 264

3 Enter total number of other organizations or entities ▶

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Use Schedule F-1 (Form 990) 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)

Part IV Supplemental Information

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

SCHEDULE F, PART I, LINE 2: PSI HAS THE RESPONSIBILITY TO ENSURE THAT OUR SUBRECIPIENTS SPEND AWARDS IN ACCORDANCE WITH THE DONOR'S APPLICABLE LAWS AND REGULATIONS AND PSI'S INTERNAL POLICIES AND PROCEDURES ON SUBRECIPIENT MANAGEMENT. THIS STATEMENT IS TRUE WHEN PSI, AS A PRIMARY RECIPIENT OF DONOR FUNDS, AWARDS PART OF THE GRANT TO A SUBRECIPIENT. COMPLIANCE WITH DONOR IMPOSED AUDITS (PROGRAM SPECIFIC OR SINGLE AUDIT, FOR EXAMPLE) IS ONLY ONE OF THE MANY SUBRECIPIENT MONITORING TOOLS AVAILABLE. SUBRECIPIENT MONITORING SHOULD OCCUR THROUGHOUT THE YEAR OR THE PROJECT PERIOD AND NOT SOLELY RELY ON A YEARLY AUDIT. MONITORING THROUGH ON A CONTINUOUS BASIS CAN TAKE MANY FORMS. A FUNDAMENTAL MONITORING TOOL IS INFORMING THE SUBRECIPIENT OF THE BASIC AWARD INFORMATION (E.G. GRANT/CONTRACT AGREEMENT NUMBER, DONOR NAME, AWARD TERM) AND APPLICABLE COMPLIANCE REQUIREMENTS. ADDITIONAL MONITORING TOOLS INCLUDE THE FOLLOWING: - 1. REVIEWING FINANCIAL PERFORMANCE REPORTS SUBMITTED BY THE SUBRECIPIENT. 2. PERFORMING SITE VISITS TO THE SUBRECIPIENT TO REVIEW FINANCIAL AND PROGRAMMATIC RECORDS AND OBSERVE OPERATIONS. 3. REGULAR CONTACT WITH THE SUBRECIPIENT AND MAKING APPROPRIATE INQUIRIES CONCERNING PROGRAM ACTIVITIES. 4. ARRANGING FOR AGREED-UPON PROCEDURES AND ENGAGEMENTS FOR CERTAIN ASPECTS OF THE SUBRECIPIENT ACTIVITIES, SUCH AS ELIGIBILITY DETERMINATION. DONOR LAWS AND REGULATIONS MAY IMPOSE SUBRECIPIENT MONITORING REQUIREMENTS SPECIFIC TO A PROGRAM. IN ADDITION, FACTORS SUCH AS THE SIZE OF THE AWARDS, PERCENTAGE OF THE PASS-THROUGH ENTITY'S TOTAL PROGRAM FUNDS AWARDED TO SUBRECIPIENTS, THE COMPLEXITY OF THE COMPLIANCE REQUIREMENTS, AND RISK OF SUBRECIPIENT NON-COMPLIANCE AS ASSESSED BY THE PASS-THROUGH ENTITY MAY INFLUENCE THE NATURE AND EXTENT OF THE MONITORING PROCEDURES. PROGRAM COMPLEXITY: PROGRAMS WITH COMPLEX COMPLIANCE REQUIREMENTS HAVE A HIGHER RISK OF NON-COMPLIANCE. PASS-THROUGH FUNDING: THE LARGER THE PERCENTAGE

Part IV Supplemental Information

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

OF PROGRAM AWARDS PASSED THROUGH, THE GREATER THE NEED FOR PSI TO MONITOR THE SUBRECIPIENT. AMOUNT OF AWARD: LARGER DOLLAR AWARDS ARE OF GREATER RISK. SUBRECIPIENTS ARE EVALUATED AND ASSESSED TO DETERMINE IF THERE IS A NEED FOR CLOSER MONITORING. IN GENERAL, NEW SUBRECIPIENTS WOULD REQUIRE CLOSER MONITORING. EXISTING SUBRECIPIENTS WILL BE EVALUATED BASED ON RESULTS OF AWARD MONITORING AND SUBRECIPIENT AUDITS.

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	10,267.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	10,267.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	10,057.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	9,191.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	8,410.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	8,277.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	E CARIB OPTIONS HIV PREV REIMB	7,833.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	7,764.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	7,664.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	7,656.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	7,540.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	6,740.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	6,315.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	6,126.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	6,028.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	6,028.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	E CARIB OPTIONS HIV PREV REIMB	5,800.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	E CARIB OPTIONS HIV PREV REIMB	5,800.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	5,339.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	5,339.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	5,191.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	EAST CARIBBEAN CIDA SOC MKTING	5,191.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT BT	22,773.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA GF RD 6 MALARIA CNTRL	18,236.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	15,665.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT BT	14,923.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA GF MALARIA PREV	13,608.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT BT	13,508.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	LAD CAMBODIA	13,423.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA GF MALARIA PREV	12,580.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA GF MALARIA PREV	12,580.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA GF RD 6 MALARIA CNTRL	12,226.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA GF MALARIA PREV	10,307.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA GF RD 6 MALARIA CNTRL	10,140.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	9,830.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA USAID SOC MKT AND BCI	9,666.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	9,257.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	LAD CAMBODIA	9,245.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	9,148.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	8,833.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA GF RD 6 MALARIA CNTRL	8,540.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	MYANMAR 3DF-UNOPS HIV YR 1 & 2	8,486.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA USAID SOC MKT AND BCI	8,371.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT BT	7,547.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA NCHADS GF RD7 CIV SOC	7,364.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		EAST ASIA AND THE PACIFIC	CAMBODIA USAID SOC MKT AND BCI	7,314.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	7,071.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	6,914.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA USAID SOC MKT AND BCI	6,638.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT BT	6,602.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT VC	6,595.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	6,477.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT BT	6,477.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	6,369.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	6,356.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT BT	6,260.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA USAID SOC MKT AND BCI	6,209.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT CS	6,167.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT CS	6,073.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT CS	5,930.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA NCHADS GF RD7 CIV SOC	5,820.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	LAD CAMBODIA	5,750.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM MACFOUNDATION HIV/AIDS	5,631.	CHECK	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

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)
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT CS	5,531.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	5,483.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM IBCC SOCIAL NORMS	5,315.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	MYANMAR 3DF-UNOPS HIV YR 1 & 2	5,309.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA USAID SOC MKT AND BCI	5,280.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM AIDSTAR RFTOP PREVT BT	5,279.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA CONTRACEPTIVE SM	5,263.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA NCHADS GF RD7 CIV SOC	5,157.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA USAID SOC MKT AND BCI	5,070.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		RUSSIA AND THE NEWLY INDEPENDENT STATES	CENTRAL ASIA-CAAP PROJ.-KYRG	27,816.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	CENTRAL ASIA-CAAP PROJ.- KAZAK	24,933.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KAZAKHSTAN GF RD7 ARY PROGRAM	16,550.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	16,222.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	14,396.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	12,888.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	12,394.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	10,279.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	10,128.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	9,308.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	CENTRAL ASIA-CAAP PROJ.-TAJIK	8,486.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	7,913.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	7,617.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	7,371.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	6,887.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	6,760.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	6,707.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	6,670.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	6,424.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	6,390.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	6,358.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	6,314.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	6,130.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	6,060.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	6,010.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	5,957.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	5,953.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KYRG USAID IMPRVING RH CSM	5,940.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	5,938.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	5,935.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	5,777.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	5,598.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	KAZAKHSTAN GF RD7 ARY PROGRAM	5,137.	CHECK	0.		
		RUSSIA AND THE NEWLY INDEPENDENT STATES	TAJIK USAID IMPRVING RH CSM	5,103.	CHECK	0.		
		SOUTH ASIA	PAKISTAN FP AND PAC	2,589,851.	CHECK	0.		
		SOUTH ASIA	PAKISTAN FP AND PAC	1,131,957.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SOUTH ASIA	PAKISTAN FP AND PAC	1,124,661.	CHECK	0.		
		SOUTH ASIA	PAKISTAN FP AND PAC	1,032,613.	CHECK	0.		
		SOUTH ASIA	PAKISTAN FP AND PAC	508,011.	CHECK	0.		
		SOUTH ASIA	LAD NEPAL	194,955.	CHECK	0.		
		SOUTH ASIA	NEPAL GF RD7 - MALARIA SDA 2	158,898.	CHECK	0.		
		SOUTH ASIA	LAD NEPAL	150,000.	CHECK	0.		
		SOUTH ASIA	NEPAL GF RD7 - MALARIA SDA 2	115,575.	CHECK	0.		
		SOUTH ASIA	NEPAL GF RD7 - MALARIA SDA 6	107,586.	CHECK	0.		
		SOUTH ASIA	LAD NEPAL	99,390.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SOUTH ASIA	PAKISTAN RDUF TB SOC MARKETING	87,412.	CHECK	0.		
		SOUTH ASIA	LAD NEPAL	81,133.	CHECK	0.		
		SOUTH ASIA	NEPAL GF RD7 - MALARIA SDA 2	54,729.	CHECK	0.		
		SOUTH ASIA	LAD NEPAL	50,000.	CHECK	0.		
		SOUTH ASIA	NEPAL GF RD7 - MALARIA SDA 2	47,045.	CHECK	0.		
		SOUTH ASIA	LAD NEPAL	41,016.	CHECK	0.		
		SOUTH ASIA	LAD NEPAL	38,255.	CHECK	0.		
		SOUTH ASIA	NEPAL GF RD7 - MALARIA SDA 2	37,307.	CHECK	0.		
		SOUTH ASIA	NEPAL GF RD7 - MALARIA SDA 2	32,954.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SOUTH ASIA	LAD NEPAL	25,800.	CHECK	0.		
		SOUTH ASIA	LAD NEPAL	25,800.	CHECK	0.		
		SOUTH ASIA	LAD NEPAL	25,800.	CHECK	0.		
		SUB-SAHARAN AFRICA	REGIONAL CIDA ACT WHO/TDR	1,038,000.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	197,363.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	175,367.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	155,715.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	137,272.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	128,571.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	102,684.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA CDC HEALTHY SCHOOLS Y4	97,536.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	83,666.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA CDC HEALTHY SCHOOLS Y4	82,905.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	77,786.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA CDC HEALTHY SCHOOLS Y4	73,645.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	65,168.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	40,181.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	39,579.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	38,790.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	37,703.	CHECK	0.		
		SUB-SAHARAN AFRICA	MOZAMBIQUE PMTCT	37,000.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	35,028.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	34,853.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	34,803.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	33,068.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	31,508.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA UNDP RED BURDEN HIV/AID	28,353.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	ANGOLA UNDP RED BURDEN HIV/AID	28,353.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA UNDP RED BURDEN HIV/AID	28,353.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA UNDP RED BURDEN HIV/AID	28,353.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	27,539.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	27,226.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	27,067.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	26,932.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	26,179.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	25,818.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	24,549.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	24,375.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	24,274.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	24,102.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	24,028.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	23,999.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	23,402.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	23,134.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	23,060.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	ANGOLA UNDP RED BURDEN HIV/AID	22,683.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA UNDP RED BURDEN HIV/AID	22,683.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA UNDP RED BURDEN HIV/AID	22,683.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	22,682.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA UNDP RED BURDEN HIV/AID	22,682.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	21,649.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI USAID PATHWAY FOLLOW ON	19,718.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	17,952.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	17,144.	CHECK	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	17,091.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	17,012.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	16,708.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	16,250.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	16,250.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	16,250.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	16,250.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	16,250.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	16,250.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	RWANDA ABT POUZN HIV FIELD	14,935.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	14,594.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	13,250.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	13,250.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	13,210.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	13,125.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	12,715.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	12,695.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA CDC HEALTHY SCHOOLS Y4	12,628.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	12,586.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	12,439.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	11,868.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	11,720.	CHECK	0.		
		SUB-SAHARAN AFRICA	MOZAMBIQUE HIV/AIDS PREVENTION	11,500.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	11,458.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI HIV/AIDS PREVENTION	10,775.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	10,500.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	10,448.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	10,200.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	9,983.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	9,883.	CHECK	0.		
		SUB-SAHARAN AFRICA	SUDAN GF SDA 1 PREV ITIN DIST	9,700.	CHECK	0.		
		SUB-SAHARAN AFRICA	DRC OPTIONS REG HIV PREV DIS	9,420.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	8,780.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI USAID PATHWAY FOLLOW ON	8,770.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI USAID PATHWAY FOLLOW ON	8,613.	CHECK	0.		
		SUB-SAHARAN AFRICA	GUINEA AMEX/UNICEF WATER	8,261.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	8,146.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI USAID PATHWAY FOLLOW ON	8,090.	CHECK	0.		
		SUB-SAHARAN AFRICA	DRC OPTIONS REG HIV PREV DIS	7,640.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	7,085.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	7,069.	CHECK	0.		
		SUB-SAHARAN AFRICA	DRC OPTIONS REG HIV PREV DIS	6,920.	CHECK	0.		
		SUB-SAHARAN AFRICA	MOZ DUTCH S MKT OF COMMOD P2	6,828.	CHECK	0.		
		SUB-SAHARAN AFRICA	DRC OPTIONS REG HIV PREV DIS	6,462.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	6,331.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	6,000.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV CARE VCT	5,987.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI USAID PATHWAY FOLLOW ON	5,859.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA USAID BCSM GEN MGMT	5,823.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA UNDP RED BURDEN HIV/AID	5,671.	CHECK	0.		
		SUB-SAHARAN AFRICA	DRC OPTIONS REG HIV PREV DIS	5,519.	CHECK	0.		
		SUB-SAHARAN AFRICA	DRC OPTIONS REG HIV PREV DIS	5,435.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	5,327.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	5,250.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	5,100.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	5,100.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA AIDS PREV. EXPAN.	5,000.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	5,067.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	5,375.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	5,405.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	5,400.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	5,640.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	6,100.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	6,100.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	6,100.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	6,100.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	6,100.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	6,204.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE GF HIVAIDS RD 5	6,220.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	6,268.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	8,200.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE GF HIVAIDS RD 5	8,400.	CHECK	0.		

Part II **Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States.** (Schedule F (Form 990), Part II, line 1)

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)
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	10,910.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	10,980.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	11,280.	CHECK	0.		
		SUB-SAHARAN AFRICA	ZIMBABWE SM & BEHAVIOUR CHANGE	12,535.	CHECK	0.		

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
POPULATION SERVICES INTERNATIONAL

Employer identification number
56-0942853

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? ..... [X] Yes [ ] No

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) 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
ABT ASSOCIATES P.O. BOX 84-5586 BOSTON, MA 02284-5586	04-2347643		231,877.	0.			ETHIOPIA USAID HIV PREV
COOPERATIVE HOUSING FOUNDATION 8601 GEORGIA AVENUE, SUITE 800 SILVER SPRING, MD 20910	52-0846183	501(C)(3)	32,576.	0.			RWANDA USAID BCSM
ENGENDERHEALTH 440 NINTH AVENUE NEW YORK, NY 10001	13-1623838	501(C)(3)	192,022.	0.			ETHIOPIA USAID HIV PREV
FHI RESEARCH TRIANGLE PARK DURHAM, NC 27709	23-7413005	501(C)(3)	22,025.	0.			DRC ARMED FORCES AIDS PHASE 2
JHU/CENTER FOR C.P. 111 MARKET PLACE, SUITE 310 BALTIMORE, MD 21202	52-0595110	501(C)(3)	97,763.	0.			RWANDA USAID BCSM
POPULATION COUNCIL ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	13-1687001	501(C)(3)	136,515.	0.			ETHIOPIA USAID HIV PREV

2 Enter total number of section 501(c)(3) and government organizations ..... ▶ 6.

3 Enter total number of other organizations ..... ▶ 1.

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) 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

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

SCHEDULE I, PART I, LINE 2: SEE SCHEDULE F, PART IV

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ **Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

OMB No. 1545-0047
2009
Open to Public Inspection

Name of the organization
POPULATION SERVICES INTERNATIONAL

Employer identification number
56-0942853

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(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
SAVE THE CHILDREN FEDERATION, INC. (SC USA) - 54 WILTON ROAD - WESTPORT, CT 06880	06-0726487	501(C)(3)	119,459.	0.			VIETNAM PACT BCC SOCIAL NORMS

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule I-1 (Form 990) 2009

932241 02-01-10

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

POPULATION SERVICES INTERNATIONAL

Employer identification number

56-0942853

Part I Questions Regarding Compensation

			Yes	No
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.			
	☐ First-class or charter travel	☒ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☒ Tax indemnification and gross-up payments	☒ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ 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	1b	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.			
	☒ Compensation committee	☒ Written employment contract		
	☐ Independent compensation consultant	☒ Compensation survey or study		
	☐ Form 990 of other organizations	☒ 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?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	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?	5a		X
b	Any related organization?	5b		X
	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?	6a		X
b	Any related organization?	6b		X
	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	7		X
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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
KARL HOFMANN	(i)	298,542.	57,500.	3,352.	37,627.	8,183.	405,204.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
PETER CLANCY	(i)	249,210.	80,000.	414.	31,423.	21,519.	382,566.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DOUGLAS STEVENS JNR.	(i)	203,842.	431.	51,601.	35,189.	16,714.	307,777.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
STEVEN CHAPMAN	(i)	209,583.	40,000.	270.	27,328.	811.	277,992.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
SALLY COWAL	(i)	197,218.	30,000.	5,489.	25,224.	811.	258,742.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
KATHLYN ROBERTS	(i)	230,400.	90,000.	757.	27,864.	11,173.	360,194.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DAVID REENE	(i)	153,776.	12,793.	96,667.	8,473.	12,479.	284,188.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
CHASTAIN FITZGERALD	(i)	204,665.	45,000.	6,746.	25,471.	3,021.	284,903.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DESMOND CHAVASSE	(i)	150,373.	30,000.	48,739.	25,471.	13,462.	268,045.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
BARRY WHITTLE	(i)	129,287.	20,000.	77,211.	8,132.	12,479.	247,109.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
MOUSSA ABBO	(i)	139,525.	60,000.	270.	17,616.	17,116.	234,527.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
BRIAN SMITH	(i)	151,975.	20,000.	266.	21,116.	14,906.	208,263.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
TIM MCLELLAN	(i)	108,864.	50,000.	199.	20,210.	16,714.	195,987.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
SEAN MAYBERRY	(i)	93,054.	11,200.	301,376.	5,435.	12,479.	423,544.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DAVID WALKER	(i)	192,152.	10,000.	48,839.	8,615.	12,479.	272,085.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
MICHAEL CHOMMIE	(i)	153,393.	14,250.	59,227.	5,629.	4,270.	236,769.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

Part III Supplemental Information

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

PART I, LINE 1A: THE ORGANIZATION MAINTAINS AN INCENTIVE COMPENSATION POLICY AS A MEANS OF REWARDING EMPLOYEES IN THEIR ACHIEVING INDIVIDUAL AND ORGANIZATIONAL GOALS.

SCHEDULE J-1 (Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule J (Form 990)

▶ Attach to Form 990 to list additional information for Schedule J (Form 990), Part II.
▶ See instructions for Schedule J (Form 990).

OMB No. 1545-0047
2009
Open to Public Inspection

Name of the organization
POPULATION SERVICES INTERNATIONAL

Employer identification number
56-0942853

Part I **Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (Schedule J, Part II)

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i)	89,030.	20,000.	115,972.	5,297.	12,479.	242,778.	0.
THERESA GRUBER-TAPSOBA	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)	140,873.	0.	56,756.	5,678.	12,479.	215,786.	0.
ANDREW BONER	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.
▶ See the Instructions for Form 990.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the Organization
POPULATION SERVICES INTERNATIONAL

Employer Identification number
56-0942853

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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			
SEAN MAYBERRY COUNTRY REPRESENTATIVE	50.00					X		405,630.	0.	17,914.
DAVID WALKER DIRECTOR-SOCIAL MARKETIN	50.00					X		250,991.	0.	21,094.
MICHAEL CHOMMIE COUNTRY REPRESENTATIVE	50.00					X		226,870.	0.	9,899.
THERESA GRUBER-TAPSOBA COUNTRY REPRESENTATIVE	50.00					X		225,002.	0.	17,776.
ANDREW BONER COUNTRY REPRESENTATIVE	50.00					X		197,629.	0.	18,157.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule J-2 (Form 990) 2009**

932201 02-02-10

SCHEDULE K (Form 990)
Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).
▶ Attach to Form 990. See separate instructions.

OMB No. 1545-0047
2009
Open to Public Inspection

Name of the organization
POPULATION SERVICES INTERNATIONAL

Employer identification number
56-0942853

Part I Bond Issues SEE SCHEDULE O FOR COLUMN (F) CONTINUATIONS

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased Yes	(g) Defeased No	(h) On behalf of issuer Yes	(h) On behalf of issuer No
A	DISTRICT OF COLUMBIA	53-6001131	2548392E2	11/01/07	28,200,000.	PURCHASE OF LAND, OFFICE BUILDING, AND IMPROVEMENTS.		X		X
B										
C										
D										
E										

Part II Proceeds

		A	B	C	D	E
1	Total proceeds of issue	28,200,000.				
2	Gross proceeds in reserve funds					
3	Proceeds in refunding or defeasance escrows					
4	Other unspent proceeds					
5	Issuance costs from proceeds	176,250.				
6	Working capital expenditures from proceeds					
7	Capital expenditures from proceeds	28,023,750.				
8	Year of substantial completion	2007				

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
9	Were the bonds issued as part of a current refunding issue?	X									
10	Were the bonds issued as part of an advance refunding issue?		X								
11	Has the final allocation of proceeds been made?	X									
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

Part III Private Business Use

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

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?		X								
b Are there any research agreements with respect to the financed property which may result in private business use?		X								
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X									
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		.00 %		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		.00 %		%		%		%		%
6 Total of lines 4 and 5		.00 %		%		%		%		%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X									

Part IV Arbitrage

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X								
2 Is the bond issue a variable rate issue?		X								
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X								
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?		X								
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?		X								
6 Did the bond issue qualify for an exception to rebate?		X								

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization: POPULATION SERVICES INTERNATIONAL

Employer identification number: 56-0942853

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (SEE PART II)	X	2	4,644,926.	FMV
26	Other ▶ ( )				
27	Other ▶ ( )				
28	Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment 29 0

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

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

SCHEDULE M, PART I, COLUMN (B): DESCRIPTION OF PART I, LINE 25 ITEMS

DONATED:

CONTRACEPTIVES, ORAL REHYDRATION SALTS (ORS), INSECTICIDE TREATED NETS (ITN) FOR MALARIA PREVENTION, AND SAFE WATER SYSTEMS.

PART I, LINE 29:

NO 8232 FORMS WERE RECEIVED BY THE ORGANIZATION BECAUSE THE DONATED MERCHANDISE WAS RECEIVED FROM US GOVERNMENT AGENCY AND AN NGO WHICH DO NOT TAKE A TAX DEDUCTION FOR DONATIONS.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
POPULATION SERVICES INTERNATIONAL

Employer identification number
56-0942853

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

MEASURABLY IMPROVE THE HEALTH OF THE POOR AND VULNERABLE PEOPLE IN THE DEVELOPING WORLD, PRINCIPALLY THROUGH SOCIAL MARKETING OF FAMILY PLANNING AND HEALTH PRODUCTS, SERVICES AND COMMUNICATIONS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

MEASURABLY IMPROVE THE HEALTH OF THE POOR AND VULNERABLE PEOPLE IN THE DEVELOPING WORLD, PRINCIPALLY THROUGH SOCIAL MARKETING OF FAMILY PLANNING AND HEALTH PRODUCTS, SERVICES AND COMMUNICATIONS. SOCIAL MARKETING ENGAGES PRIVATE SECTOR RESOURCES AND USES PRIVATE SECTOR TECHNIQUES TO ENCOURAGE HEALTHY BEHAVIOR AND MAKE MARKETS WORK FOR THE POOR.

THE ORGANIZATION CONDUCTS ITS ACTIVITIES BOTH THROUGH THE CENTRAL ORGANIZATION AND AFFILIATES (SEE SCHEDULE R) IN 39 COUNTRIES WORLDWIDE. UNFORTUNATELY FORM 990 REQUIRES PSI TO ONLY REPORT ON THE ACTIVITIES OF THE CENTRAL ORGANIZATION, SO MUCH OF THE REVENUE, EXPENSES, ACTIVITIES AND ASSETS/LIABILITIES OF THE CONSOLIDATED WORLDWIDE ORGANIZATION ARE NOT INCLUDED HERE. THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS REFLECT TOTAL REVENUE OF $524,174,258, EXPENSES OF $524,566,038 AND TOTAL ASSETS OF $558,561,738. FOR MORE INFORMATION, PLEASE CONTACT THE ORGANIZATION.

FORM 990, PART V, LINE 4B, LIST OF FOREIGN COUNTRIES:

ANGOLA, BELIZE, BENIN (DAHOMEY), BOTSWANA, BURKINA FASO, BURUNDI, CAMBODIA, CAMEROON,

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

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POPULATION SERVICES INTERNATIONAL

Employer identification number
56-0942853

TRINIDAD & TOBAGO, CENTRAL AFRICAN REP, KAZAKHSTAN, KYRGYZSTAN,

TAJIKISTAN, CHINA, COSTA RICA, COTE D IVOIRE,

CONGO, DEM REP, DOMINICAN REPUBLIC, EL SALVADOR, ETHIOPIA,

GUATEMALA, GUINEA, HAITI, HONDURAS,

INDIA, KENYA, LAOS, LESOTHO,

LIBERIA, MADAGASCAR, MALAWI, MALI,

MEXICO, MOZAMBIQUE, BURMA, NAMIBIA,

NEPAL, NICARAGUA, NIGERIA, PAKISTAN,

PANAMA, PAPUA NEW GUINEA, PARAGUAY, ROMANIA,

RUSSIA, RWANDA, SOMALIA, SOUTH AFRICA,

SUDAN, SWITZERLAND, TANZANIA,

THAILAND, TOGO, UGANDA, VIETNAM,

ZAMBIA, ZIMBABWE

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION'S GOVERNING BODY

IS PRESENTED WITH A DRAFT OF THE FORMS 990 AND 990T PRIOR TO FILING TO

REVIEW WITH THE AUDIT REPORT. THE GOVERNING BODY IS ABLE TO SPEAK DIRECTLY

WITH THE PREPARER TO HAVE ANY QUESTIONS OR CONCERNS ANSWERED. THE GOVERNING

BODY AUTHORIZES THAT THE FILINGS BE FINALIZED AND SUBMITTED TO THE INTERNAL

REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION REQUIRES

OFFICERS, DIRECTORS AND KEY EMPLOYEES TO COMPLETE THE FORM ANNUALLY AND THE

FORMS ARE REVIEWED FOR ANY DISCLOSURES. A DECISION IS MADE TO DETERMINE

WHETHER THE DIRECTOR MUST ABSTAIN IN VOTING ON ANY MATTERS WHERE THE

CONFLICT MAY BE AN ISSUE.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

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2009

Open to Public Inspection

Name of the organization
POPULATION SERVICES INTERNATIONAL

Employer identification number
56-0942853

FORM 990, PART VI, SECTION B, LINE 15: THE CEO INCENTIVE COMPENSATION IS DETERMINED BY THE ORGANIZATION'S BOARD OF DIRECTORS. THE BOARD OBTAINS COMPARABILITY STATISTICS FROM ORGANIZATIONS OF SIMILAR SIZE AND ALSO CONSIDERS SUCH FACTORS AS SENIORITY, WHERE THEY ARE POSTED AND SPECIAL SKILLS NEEDED FOR THEIR POSITION. THE BOARD THEN VOTES AND APPROVES THE LEVELS OF COMPENSATION FOR THE CEO.

THE ORGANIZATION MAINTAINS AN INCENTIVE COMPENSATION POLICY AS A MEANS OF REWARDING EMPLOYEES IN THEIR ACHIEVING INDIVIDUAL AND ORGANIZATIONAL GOALS. THE BOARD OBTAINS COMPARABILITY STATISTICS FROM ORGANIZATIONS OF SIMILAR SIZE AND WHICH HAVE EMPLOYEES WITH SIMILAR LEVELS OF RESPONSIBILITY. THEY ALSO CONSIDER SUCH FACTORS AS SENIORITY, WHERE THEY ARE POSTED AND SPECIAL SKILLS NEEDED FOR THEIR POSITION. THE BOARD MUST THEN APPROVE COMPENSATION LEVELS FOR OTHER KEY EMPLOYEES AS RECOMMENDED BY CEO IN CONSULTATION WITH THE DIRECTOR OF HUMAN RESOURCES.

COUNTRY REPRESENTATIVES INCENTIVE COMPENSATION IS DETERMINED ACCORDING TO A FORMULA WHICH ASSIGNS MONETARY VALUE TO INCREASES IN CERTAIN SPECIFIC MEASURABLE CRITERIA, INCLUDING BUT NOT LIMITED TO, INCREASES IN E.G., DALYS OR OTHER HEALTH IMPACT METRIC DEEMED APPROPRIATE FOR THE YEAR IN QUESTION OVER THE PRIOR YEAR; INCREASES IN ACTIVE PROJECT VALUE AND UNRESTRICTED FUND BALANCES OVER THE PREVIOUS YEAR. THE CEO, IN CONSULTATION WITH THE COO AND REGIONAL DIRECTORS, MAY ADJUST AMOUNTS INDICATED BY FORMULA RESULTS AT HIS DISCRETION.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

NY,AL,AK,AZ,CA,CT,DC,FL,GA,IL,KS,KY,LA,MD,MA,MI,MN,MS,MO,NH,NJ,NM,NC,ND,OH

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

POPULATION SERVICES INTERNATIONAL

Employer identification number

56-0942853

OK,OR,PA,RI,SC,TN,VA,WA,WV,WI

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 2C

OVERSIGHT OF AUDIT

THERE HAVE BEEN NO CHANGES DURING THE YEAR IN THE PROCESS FOR OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS.

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: DISTRICT OF COLUMBIA

(F) DESCRIPTION OF PURPOSE:

PURCHASE OF LAND, OFFICE BUILDING, AND IMPROVEMENTS.

SCHEDULE R (Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

POPULATION SERVICES INTERNATIONAL

Employer identification number

56-0942853

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
PRUDENCE, LLC - 20-8836430 1120 19TH STREET, NW WASHINGTON, DC 20036	COMMERCIAL RENTAL REAL ESTATE	DISTRICT OF COLUMBIA	4,201,536.	53,351,884.	N/A

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
PASMO BELIZE 1296 MARBLE CONE DR. BELIZE CITY, BELIZE	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	BELIZE			N/A
ASSOCIATION BENINOISE POUR LE MARKETING SOCIAL, B.P. 08-0876 TRI POSTAL COTONOU R.B,, BENIN, BENIN (DAHOMEY)	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	BENIN (DAHOMEY)			N/A
PSI/BOTSWANA KGALE MEWS UNIT 13 GABORONE, BOTSWANA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	BOTSWANA			N/A
ASSOCIATION CAMEROUNAISE POUR LE MARKETING SOCIAL , BP 14025 MBALLA II FACE DRAGAGES, YAOUNDE, CAMEROON	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	CAMEROON			N/A

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
ASOCIACION PANAMERICANA DE MERCADEO SOCIAL PRIMERA CALLE PONIENTE Y 51 AVENIDA NORTE, NO. 2723 SAN SALVADOR, EL SALVADOR	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	EL SALVADOR	N/A	C CORP	1,905,200.	4,076,481.	99.48%
ASOCIACION PANAMERICANA DE MERCADEO SOCIAL 5 AVENIDA 15-45 ZONA 10 GUATEMALA CITY, GUATEMALA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	GUATEMALA	N/A	C CORP	2,677,845.	10,925,598.	99.98%
ASOCIACION PANAMERICANA DE MERCADEO SOCIAL COLONIA CASTANOS BLOQUE #3 CASA N. 2702 TEGUCIGALPA, HONDURAS	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	HONDURAS	N/A	C CORP	814,032.	2,073,268.	83.18%
ASOCIACION PANAMERICANA DE MERCADEO SOCIAL CARRETERA MASAYA KM 10 1/4 MANAGUA, NICARAGUA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	NICARAGUA	N/A	C CORP	2,443,403.	5,847,812.	99.98%
PSI/LESOTHO 138 MOSHOESHOE ROAD MASERU, LESOTHO	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	LESOTHO	N/A	C CORP	3,040,987.	6,705,115.	100.00%

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to other organization(s)	1b		X
c Gift, grant, or capital contribution from other organization(s)	1c		X
d Loans or loan guarantees to or for other organization(s)	1d		X
e Loans or loan guarantees by other organization(s)	1e		X
f Sale of assets to other organization(s)	1f		X
g Purchase of assets from other organization(s)	1g		X
h Exchange of assets	1h		X
i Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n Sharing of paid employees	1n		X
o Reimbursement paid to other organization for expenses	1o		X
p Reimbursement paid by other organization for expenses	1p		X
q Other transfer of cash or property to other organization(s)	1q	X	
r Other transfer of cash or property from other organization(s)	1r		X

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

(a) Name of other organization(s)	(b) Transaction type (a-r)	(c) Amount involved
(1) BELIZE	Q	218,450.
(2) BENIN	Q	4,422,815.
(3) BOTSWANA	Q	2,922,268.
(4) CAMEROON	Q	986,720.
(5) CAR	Q	484,302.
(6) CONGO(KINSHASA)	Q	5,552,173.

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations? Yes	(d) No	(e) Share of end-of-year assets	(f) Disproportionate allocations? Yes	(f) No	(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner? Yes	(h) No

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
ASSOCIATION CENTRAFRICAINE POUR LE MARKETING SOCIAL , BP 127, AVENUE DE L'INDEPENDENCE, DERRIERE RADIO, BANGUI, CENTRAL AFRICAN REP.	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	CENTRAL AFRICAN REP.			N/A
ASSOCIATION DE SANTE FAMILIALE 232 AVENUE TOMBALBAYE KINSHASA, CONGO, DEMO. REP. OF	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	CONGO, DEMO. REP. OF			N/A
PSI/HAITI 157 RUE L'OUVERTURE PETION-VILLE, HAITI	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	HAITI			N/A
POPULATION SERVICES INTERNATIONAL DLF CYBER CITY BUILDING NO. 10, TOWER A, 4TH GURGAON, INDIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	INDIA			N/A
PSI/KENYA 2ND FLOOR, WING B, JUMUIA PLACE, LENANA ROAD NAIROBI , KENYA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	KENYA			N/A
PSI/MADAGASCAR BP 7748 ANTANANARIVO, MADAGASCAR	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	MADAGASCAR			N/A
PSI/MALAWI WESTBURY HOUSE PLOT NY 312 BLANTYRE, MALAWI	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	MALAWI			N/A
POPULATION SERVICES INTERNATIONAL PSI MANUEL VILLALONGIN NO. 150 COLONIA CUAHTEMOC, MEXICO	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	MEXICO			N/A
SOCIAL MARKETING ASSOCIATION 119 INDEPENDENCE AVENUE WINDHOEK, NAMIBIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	NAMIBIA			N/A
THE SOCIETY FOR FAMILY HEALTH 8 PORT HARCOURT CRESCENT ABUJA, NIGERIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	NIGERIA			N/A
SOCIETY FOR FAMILY HEALTH 8 HILLSIDE ROAD JOHANNESBURG, SOUTH AFRICA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	SOUTH AFRICA			N/A
PSI ROMANIA 43, TUDOR STEFAN STREET BUCHAREST, ROMANIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	ROMANIA			N/A

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
CENTER FOR SOCIAL DEVELOPMENT & INFORMATION LENINGRADSKY PROPEKT 68,BUILDING 16 MOSCOW, RUSSIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	RUSSIA			N/A
PSI/TANZANIA P.O. BOX 33500 DAR ES SALAAM, TANZANIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	TANZANIA			N/A
Q HOUSE CONVENT BUILDING UNIT 12A, 12TH FLOOR, 38 BANGKOK, THAILAND	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	THAILAND			N/A
PSI/TOGO - ATMS IMMEUBLE AUBA, 1ER ETAGE LOME, TOGO	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	TOGO			N/A
SOCIETY FOR FAMILY HEALTH WOODBROOK, PORT OF SPAIN TRINIDAD, TRINIDAD & TOBAGO	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	TRINIDAD & TOBAGO			N/A
PACE P.O. BOX 27659 KAMPALA, UGANDA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	UGANDA			N/A
SOCIETY FOR PUBLIC HEALTH (SFH) PLOT NO. 549, ITUNA ROAD LUSAKA, ZAMBIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	ZAMBIA			N/A
PSI/ZIMBABWE 30 THE CHASE WEST HARARE, ZIMBABWE	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	ZIMBABWE			N/A

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
PSI/SWAZILAND DLANUBEKA BUILDING, 6TH FLOOR MBABANE , SWAZILAND	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	SWAZILAND	N/A	C CORP	5,370,906.	8,260,316.	100.00%
PROYECTOS EN SALUD INTEGRAL (PSI) SOCIEDAD ANONIMA EDIFICIO 3335 EN BARRIO ESCALANTE SAN JOSE, COSTA RICA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	COSTA RICA	N/A	C CORP	247,436.	734,713.	99.98%
PANAMERICAN SOCIAL MARKETING ORGANIZATION, INC EDIFICIO DE LESSEP, PISO 3, OFICINA 31 CIUDAD DE PANAMA, PANAMA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	PANAMA	N/A	C CORP	416,299.	1,191,196.	99.98%
PSI PARAGUAY SOCIEDAD ANONIMA 1844 CASI JOSE MARTI ASUNCION, PARAGUAY	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	PARAGUAY	N/A	C CORP	1,137,324.	4,706,086.	100.00%

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(7)	COSTA RICA	Q	37,930.
(8)	EL SALVADOR	Q	1,458,854.
(9)	GUATEMALA	Q	1,002,018.
(10)	GUATEMALA REGIONAL	Q	1,656,508.
(11)	HAITI	Q	1,540,372.
(12)	HONDURAS	Q	287,080.
(13)	INDIA	Q	11,878,597.
(14)	KENYA	Q	18,727,530.
(15)	LESOTHO	Q	2,341,238.
(16)	MADAGASCAR	Q	6,764,746.
(17)	MALAWI	Q	2,487,588.
(18)	MEXICO	Q	886,940.
(19)	NAMIBIA	Q	1,443,825.
(20)	NICARAGUA	Q	1,558,542.
(21)	ROMANIA	Q	190,000.
(22)	RUSSIA	Q	3,054,504.
(23)	SOUTH AFRICA	Q	10,187,287.
(24)	SWAZILAND	Q	4,113,981.

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(7) TANZANIA	Q	5,734,000.
(8) THAILAND	Q	1,548,389.
(9) TOGO	Q	4,490,617.
(10) UGANDA	Q	6,945,186.
(11) ZAMBIA	Q	8,223,931.
(12) ZIMBABWE	Q	15,679,223.
(13)		
(14)		
(15)		
(16)		
(17)		
(18)		
(19)		
(20)		
(21)		
(22)		
(23)		
(24)		