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.

For the 2007 calendar year, or tax year beginning OCT 1, 2007 and ending SEP 30, 2008

Name of organization

Smithsonian Institution

Address

100 Jefferson Drive, S.W.

City or town, state or country, and ZIP + 4

Washington, DC 20560

Employer identification number

53-0206027

Telephone number

202-633-1000

Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12

980,679,866

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

1 Contributions, gifts, grants, and similar amounts received:

a Contributions to donor advised funds

b Direct public support (not included on line 1a)

c Indirect public support (net included on line 1a)

d Government contributions (not included on line 1a)

e Total (add lines 1a through 1d) (cash $ 244,502,957, noncash $ 3,867,378.)

2 Program service revenue including government fees and contracts (from Part VII, line 93)

3 Membership dues and assessments

4 Interest on savings and temporary cash investments

5 Dividends and interest from securities

6a Gross rents

6b Less: rental expenses

6c Net rental income or (loss). Subtract line 6b from line 6a

7 Other investment income (describe)

8a Gross amount from sales of assets other than inventory

8b Less: cost or other basis and sales expenses

8c Gain or (loss) (attach schedule)

8d Net gain or (loss). Combine line 8c, columns (A) and (B)

9 Special events and activities (attach schedule). If any amount is from gaming, check here

9a Gross revenue (not including $ 562,224. 24% of contributions reported on line 1b)

9b Less: direct expenses other than fundraising expenses

9c Net income or (loss) from special events. Subtract line 9b from line 9a

10a Gross sales of inventory, less returns and allowances

10b Less: cost of goods sold

11 Other revenue (from Part VII, line 103)

12 Total revenue. Add lines 1, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11

13 Program services (from line 44, column (B))

14 Management and general (from line 44, column (C))

15 Fundraising (from line 44, column (D))

16 Payments to affiliates (attach schedule)

17 Total expenses. Add lines 16 and 44, column (A)

18 Excess or (deficit) for the year. Subtract line 17 from line 12

19 Net assets or fund balances at beginning of year (from line 73, column (A))

20 Other changes in net assets or fund balances (attach explanation)

21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.
<table>
<thead>
<tr>
<th>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</th>
<th>(A) Total</th>
<th>(B) Program services</th>
<th>(C) Management and general</th>
<th>(D) Fundraising</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>22a Grants paid from donor advised funds</strong>&lt;br&gt;(attach schedule)&lt;br&gt;(cash $ 0, noncash $ .0)</td>
<td>22a</td>
<td>See Statement 5</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>22b Other grants and allocations (attach schedule)</strong>&lt;br&gt;(cash $ 5,363,132, noncash $ 0)</td>
<td>22b</td>
<td>5,363,132</td>
<td>5,363,132</td>
<td></td>
</tr>
<tr>
<td><strong>23 Specific assistance to individuals (attach schedule)</strong></td>
<td>23</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>24 Benefits paid to or for members (attach schedule)</strong></td>
<td>24</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>25a Compensation of current officers, directors, key employees, etc. listed in Part V-A</strong></td>
<td>25a</td>
<td>3,456,137</td>
<td>0</td>
<td>3,080,114</td>
</tr>
<tr>
<td><strong>b Compensation of former officers, directors, key employees, etc. listed in Part V-B</strong></td>
<td>25b</td>
<td>102,381</td>
<td>0</td>
<td>102,381</td>
</tr>
<tr>
<td><strong>c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)</strong></td>
<td>25c</td>
<td>3,560,030</td>
<td>0</td>
<td>3,560,030</td>
</tr>
<tr>
<td><strong>26 Salaries and wages of employees not included on lines 25a, b, and c</strong></td>
<td>26</td>
<td>127,456,543</td>
<td>92,297,035</td>
<td>26,668,542</td>
</tr>
<tr>
<td><strong>27 Pension plan contributions not included on lines 25a, b, and c</strong></td>
<td>27</td>
<td>13,256,936</td>
<td>9,664,969</td>
<td>2,702,828</td>
</tr>
<tr>
<td><strong>28 Employee benefits not included on lines 25a - 27</strong></td>
<td>28</td>
<td>12,615,764</td>
<td>9,059,425</td>
<td>2,727,275</td>
</tr>
<tr>
<td><strong>29 Payroll taxes</strong></td>
<td>29</td>
<td>6,911,857</td>
<td>6,447,397</td>
<td>1,871,325</td>
</tr>
<tr>
<td><strong>30 Professional fundraising fees</strong></td>
<td>30</td>
<td>308,216</td>
<td>0</td>
<td>308,216</td>
</tr>
<tr>
<td><strong>31 Accounting fees</strong></td>
<td>31</td>
<td>191,194</td>
<td>0</td>
<td>191,194</td>
</tr>
<tr>
<td><strong>32 Legal fees</strong></td>
<td>32</td>
<td>722,359</td>
<td>196,272</td>
<td>514,754</td>
</tr>
<tr>
<td><strong>33 Supplies</strong></td>
<td>33</td>
<td>8,709,232</td>
<td>7,480,368</td>
<td>917,158</td>
</tr>
<tr>
<td><strong>34 Telephone</strong></td>
<td>34</td>
<td>1,010,430</td>
<td>473,211</td>
<td>493,145</td>
</tr>
<tr>
<td><strong>35 Postage and shipping</strong></td>
<td>35</td>
<td>5,599,875</td>
<td>5,327,984</td>
<td>166,411</td>
</tr>
<tr>
<td><strong>36 Occupancy</strong></td>
<td>36</td>
<td>22,888,958</td>
<td>11,306,514</td>
<td>11,624,444</td>
</tr>
<tr>
<td><strong>37 Equipment rental and maintenance</strong></td>
<td>37</td>
<td>2,156,047</td>
<td>1,911,678</td>
<td>115,103</td>
</tr>
<tr>
<td><strong>38 Printing and publications</strong></td>
<td>38</td>
<td>4,112,747</td>
<td>3,542,219</td>
<td>283,044</td>
</tr>
<tr>
<td><strong>39 Travel</strong></td>
<td>39</td>
<td>8,257,085</td>
<td>7,180,554</td>
<td>776,269</td>
</tr>
<tr>
<td><strong>40 Conferences, conventions, and meetings</strong></td>
<td>40</td>
<td>2,064,271</td>
<td>1,795,139</td>
<td>194,067</td>
</tr>
<tr>
<td><strong>41 Interest</strong></td>
<td>41</td>
<td>3,670,427</td>
<td>0</td>
<td>3,670,427</td>
</tr>
<tr>
<td><strong>42 Depreciation, depletion, etc. (attach schedule)</strong></td>
<td>42</td>
<td>25,420,589</td>
<td>25,420,589</td>
<td></td>
</tr>
<tr>
<td><strong>43 Other expenses not covered above (itemize):</strong>&lt;br&gt;a Other Services</td>
<td>43a</td>
<td>49,710,914</td>
<td>35,718,005</td>
<td>4,262,220</td>
</tr>
<tr>
<td>b Program Production</td>
<td>43b</td>
<td>88,622,074</td>
<td>85,240,414</td>
<td>2,806,225</td>
</tr>
<tr>
<td>c Collections, Equipment, &amp;</td>
<td>43c</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>d Miscellaneous</td>
<td>43d</td>
<td>8,368,023</td>
<td>11,093,377</td>
<td>2,807,663</td>
</tr>
<tr>
<td>e Cost Allocation</td>
<td>43e</td>
<td>0</td>
<td>18,690,598</td>
<td>-18,690,598</td>
</tr>
<tr>
<td>f</td>
<td>43f</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>g</td>
<td>43g</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)</strong></td>
<td>44</td>
<td>406,536,221</td>
<td>330,104,880</td>
<td>45,205,695</td>
</tr>
</tbody>
</table>

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

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?<br>\(\checkmark\) Yes \(\square\) No

If "Yes," enter (i) the aggregate amount of these joint costs $\ldots 10,606,807 \ldots ; (ii) the amount allocated to Program services $\ldots 4,581,920 \ldots ; (iii) the amount allocated to Management and general $\ldots 0 \ldots ; and (iv) the amount allocated to Fundraising $\ldots 6,024,897 \ldots .
<table>
<thead>
<tr>
<th>Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
</tr>
<tr>
<td>(Grants and allocations $180,725,786) If this amount includes foreign grants, check here □</td>
</tr>
<tr>
<td>b</td>
</tr>
<tr>
<td>(Grants and allocations $5,363,132) If this amount includes foreign grants, check here □</td>
</tr>
<tr>
<td>c</td>
</tr>
<tr>
<td>(Grants and allocations $103,244,270) If this amount includes foreign grants, check here □</td>
</tr>
<tr>
<td>d</td>
</tr>
<tr>
<td>(Grants and allocations $54,134,824) If this amount includes foreign grants, check here □</td>
</tr>
<tr>
<td>e</td>
</tr>
<tr>
<td>(Grants and allocations $) If this amount includes foreign grants, check here □</td>
</tr>
<tr>
<td>f</td>
</tr>
</tbody>
</table>

Form 990 (2007)
**Part IV Balance Sheets**  
*(See the instructions.)*  

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

<table>
<thead>
<tr>
<th>45</th>
<th>Cash - non-interest-bearing</th>
<th>181,420,506</th>
<th>45</th>
<th>61,234,965.</th>
</tr>
</thead>
<tbody>
<tr>
<td>46</td>
<td>Savings and temporary cash investments</td>
<td>30,590,842</td>
<td>46</td>
<td>54,516,624.</td>
</tr>
</tbody>
</table>

| 47 a | Accounts receivable | 47a | 39,391,665. |
| 47 b | Less: allowance for doubtful accounts | 47b | 790,373. |
| 47 c | | | 46,363,240. |
| 47 p | | | 38,601,292. |

| 48 a | Pledges receivable | 48a | 184,951,611. |
| 48 b | Less: allowance for doubtful accounts | 48b | 12,753,985. |
| 48 c | | | 201,463,205. |
| 48 p | | | 172,197,626. |

| 49 | Grants receivable | 49 | 10,906,814. |
| 49 | | | 21,831,898. |

| 50 a | Receivables from current and former officers, directors, trustees, and key employees | 50a |
| 50 b | Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 50b |
| 51 a | Other notes and loans receivable | 51a |
| 51 b | Less: allowance for doubtful accounts | 51b |

| 52 | Inventories for sale or use | 52 | 14,476,189. |
| 53 | Prepaid expenses and deferred charges | 53 | 12,237,211. |

| 54 a | Investments - publicly-traded securities | 54a |
| 54 b | Investments - other securities | 54b |

| 55 a | Investments - land, buildings, and equipment: basis | 55a |
| 55 b | Less: accumulated depreciation | 55b |

| 56 | Investments - other | 56 |

| 57 b | Less: accumulated depreciation | 57b | 220,462,690. |
| 57 c | | | 416,555,543. |
| 57 p | | | 475,251,617. |

| 58 | Other assets, including program-related investments | 58 |

| 59 | Total assets (must equal line 74). Add lines 45 through 58 | 59 | 1,966,520,957. |

| 60 | Accounts payable and accrued expenses | 60 | 84,732,843. |
| 61 | Grants payable | 61 |
| 62 | Deferred revenue | 62 | 44,740,274. |
| 63 | Loans from officers, directors, trustees, and key employees | 63 |
| 64 a | Tax-exempt bond liabilities | 64a | 112,921,241. |
| 64 b | Mortgages and other notes payable | 64b |

| 65 | Other liabilities (describe ▶) | 65 |

| 66 | Total liabilities. Add lines 60 through 65 | 66 | 242,394,358. |

| 67 | Organizations that follow SFAS 117, check here ▶ X and complete lines 67 through 69 and lines 73 and 74. | 67 | 1,032,764,433. |
| 68 | Temporarily restricted | 68 | 481,635,306. |
| 69 | Permanently restricted | 69 | 209,726,860. |

| 70 | Capital stock, trust principal, or current funds | 70 |
| 71 | Paid-in or capital surplus, or land, building, and equipment fund | 71 |
| 72 | Retained earnings, endowment, accumulated income, or other funds | 72 |

| 73 | Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72.  
(Column A must equal line 19 and column B must equal line 21) | 73 | 1,724,126,598. |

| 74 | Total liabilities and net assets/fund balances. Add lines 66 and 73 | 74 | 1,966,520,957. |
Part IV-A  Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a  Total revenue, gains, and other support per audited financial statements ............................................. a  317,619,238.

b  Amounts included on line a but not on Part I, line 12:
   1  Net unrealized gains on investments .................................................. b1  -207,236,444.
   2  Donated services and use of facilities .............................................. b2  6,955,517.
   3  Recoveries of prior year grants ...................................................... b3  
   4  Other (specify):  See Statement 9 .................................................... b4  -5,322,221.

Add lines b1 through b4 ........................................................................... b  -205,607,148.

Subtract line b from line a ...................................................................... c  523,226,386.

d  Amounts included on Part I, line 12, but not on line a:
   1  Investment expenses not included on Part I, line 6b ........................... d1  1,191,255.
   2  Other (specify):  See Statement 10 .................................................... d2  -30,935,725.

Add lines d1 and d2 .................................................................................. d  -29,744,470.

e  Total revenue (Part I, line 12). Add lines c and d ...................................... e  493,481,916.

Part IV-B  Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a  Total expenses and losses per audited financial statements .................. a  439,327,622.

b  Amounts included on line a but not on Part I, line 17:
   1  Donated services and use of facilities .............................................. b1  6,955,517.
   2  Prior year adjustments reported on Part I, line 20 ............................ b2  
   3  Losses reported on Part I, line 20 ...................................................... b3  
   4  Other (specify):  Lines 9b and 10b ...................................................... b4  27,027,139.

Add lines b1 through b4 ............................................................................. b  33,982,656.

Subtract line b from line a ......................................................................... c  405,344,966.

d  Amounts included on Part I, line 17, but not on line a:
   1  Investment expenses not included on Part I, line 6b ........................... d1  1,191,255.
   2  Other (specify): .................................................................................. d2  

Add lines d1 and d2 .................................................................................. d  1,191,255.

e  Total expenses (Part I, line 17). Add lines c and d ..................................... e  406,536,221.

Part V-A  Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

<table>
<thead>
<tr>
<th>(A) Name and address</th>
<th>(B) Title and average hours per week devoted to position</th>
<th>(C) Compensation (If not paid, enter $0.)</th>
<th>(D) Contributions to employee benefit plans &amp; deferred compensation plans</th>
<th>(E) Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>See Statement 11</td>
<td>2,969,213</td>
<td>486,924</td>
<td>0</td>
<td></td>
</tr>
</tbody>
</table>
Part V-A  Current Officers, Directors, Trustees, and Key Employees (continued)

75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings .......................................................... 17

b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) ................................................... See Statement 12 75b X

c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization." If "Yes," attach a statement that includes the information described in the instructions. 75c X

d Does the organization have a written conflict of interest policy? .......................................................... 75d X

Part V-B  Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address (B) Loans and Advances (C) Compensation (if not paid, enter 0) (D) Contributions to employees benefit plans & deferred compensation plans (E) Expense account and other allowances

Robert McC. Adams 1000 Jefferson Drive, SW Washington, DC 20560 0. 0. 66,867. 0.
I. Michael Heyman 1000 Jefferson Drive, SW Washington, DC 20560 0. 0. 35,514. 0.

Part VI  Other Information (See the instructions.)

76 Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change .......................................................................................................................................................................................... 76 X

77 Were any changes made in the organizing or governing documents but not reported to the IRS? .......................................................................................................................................................................................... 77 X

78 a Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return? ......................................................................................................................................................... 78a X

b If "Yes," has it filed a tax return on Form 990-T for this year? .......................................................................................................................................................................................... 78b X

79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement .......................................................................................................................................................................................... 79 X

80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? .......................................................................................................................................................................................... 80a X

b If "Yes," enter the name of the organization  N/A and check whether it is exempt or nonexempt

81 a Enter direct and indirect political expenditures. (See line 81 instructions.) .......................................................................................................................................................................................... 81a 0.

b Did the organization file Form 1120-POL for this year? .......................................................................................................................................................................................... 81b X
82a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?

82b (See instructions in Part III.)

83a Did the organization comply with the public inspection requirements for returns and exemption applications?

83b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?

84a Did the organization solicit any contributions or gifts that were not tax deductible?

85a 501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?

85b Did the organization make only in-house lobbying expenditures of $2,000 or less?

85c Dues, assessments, and similar amounts from members

85d Section 162(e) lobbying and political expenditures

85e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices

85f Taxable amount of lobbying and political expenditures (line 85d less 85e)

85g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?

85h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?

86 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12

b Gross receipts, included on line 12, for public use of club facilities

87 501(c)(12) organizations. Enter: a Gross income from members or shareholders

b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)

88a At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3?

88b If "Yes," complete Part IX

88c At any time during the year, the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI

88d 501(c)(9) and 501(c)(19) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year?

88e If "Yes," attach a statement explaining each transaction

88f All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?

88g All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?

89 a For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?

90 List the states with which a copy of this return is filed None

91a The books are in care of Office of the Comptroller

91b Phone number 202-633-7250

Located at 2011 Crystal Drive, Arlington, VA

2P + 4 22202

91c 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)?

91d If "Yes," enter the name of the foreign country See Statement 13

See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.
### Part VI  Other Information (continued)

- c. At any time during the calendar year, did the organization maintain an office outside of the United States?  
  - Yes  
  - No  

  *Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year.*

  - N/A

### Part VII  Analysis of Income-Producing Activities

**Note:** Enter gross amounts unless otherwise indicated.

<table>
<thead>
<tr>
<th>(A) Business code</th>
<th>(B) Amount</th>
<th>(C) Exclusion code</th>
<th>(D) Amount</th>
<th>(E) Related or exempt function income</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tours/Classes/Trv Exhibitions</td>
<td>711110</td>
<td>1,535,884</td>
<td>03</td>
<td>41,873,640</td>
</tr>
<tr>
<td>Royalty Income</td>
<td>15</td>
<td>6,986,198</td>
<td>10,628,376</td>
<td></td>
</tr>
<tr>
<td>Theater Income</td>
<td>711110</td>
<td>1,535,884</td>
<td>03</td>
<td>41,873,640</td>
</tr>
<tr>
<td>Visitors/Members/Employees</td>
<td>94</td>
<td>Membership dues and assessments</td>
<td>49,372,623</td>
<td></td>
</tr>
<tr>
<td>Insurance/Sale of Collections</td>
<td>14</td>
<td>238,414</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Medicare/Medicaid payments</td>
<td>14</td>
<td>15,655,841</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dividends and interest from securities</td>
<td>14</td>
<td>238,414</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net rental income or (loss) from real estate:</td>
<td>14</td>
<td>15,655,841</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Debt-financed property</td>
<td>14</td>
<td>15,655,841</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Not debt-financed property</td>
<td>14</td>
<td>15,655,841</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net rental income or (loss) from personal property</td>
<td>14</td>
<td>15,655,841</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other investment income</td>
<td>14</td>
<td>15,655,841</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gain or (loss) from sales of assets</td>
<td>18</td>
<td>42,038,085</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Other than inventory</td>
<td>18</td>
<td>42,038,085</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net income or (loss) from special events</td>
<td>01</td>
<td>262,799</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gross profit or (loss) from sales of inventory</td>
<td>453220</td>
<td>2,555,202</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other revenue:</td>
<td>541800</td>
<td>19,976,740</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Magazine &amp; Online Advertising</td>
<td>541800</td>
<td>19,976,740</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Subtotal (add columns (B), (D), and (E))</td>
<td>24,067,826</td>
<td>107,054,985</td>
<td>113,980,770</td>
<td></td>
</tr>
<tr>
<td>Total (add line 104, columns (B), (D), and (E))</td>
<td></td>
<td></td>
<td></td>
<td>245,111,581</td>
</tr>
</tbody>
</table>

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

### Part VIII  Relationship of Activities to the Accomplishment of Exempt Purposes

**Line No.**

- **See Statement 14**

### Part IX  Information Regarding Taxable Subsidiaries and Disregarded Entities

**Note:** See the instructions.

<table>
<thead>
<tr>
<th>(A) Name, address, and EIN of corporation, partnership, or disregarded entity</th>
<th>(B) Percentage of ownership interest</th>
<th>(C) Nature of activities</th>
<th>(D) Total income</th>
<th>(E) End-of-year assets</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Part X  Information Regarding Transfers Associated with Personal Benefit Contracts

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  
  - Yes  
  - No

- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  
  - Yes  
  - No

**Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).
### Part XI  Information Regarding Transfers To and From Controlled Entities.

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

<table>
<thead>
<tr>
<th>(A) Name, address, of each controlled entity</th>
<th>(B) Employer Identification Number</th>
<th>(C) Description of transfer</th>
<th>(D) Amount of transfer</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Totals</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>(A) Name, address, of each controlled entity</th>
<th>(B) Employer Identification Number</th>
<th>(C) Description of transfer</th>
<th>(D) Amount of transfer</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Totals</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

*Under penalties of perjury, I declare that I have examined the return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer other than officer is based on all information of which preparer has any knowledge.*

Please Sign Here

Signature of officer: [Signature]

Date: 8/3/2009

Alice C. Maroni, CFO

Type or print name and title

Preparer’s signature: [Signature]

Date: 

Check if self-employed: [ ]

Preparer’s SSN or PTIN (See Gen. Inst. X)

EIN: [ ]

Phone no.: [ ]
## Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

<table>
<thead>
<tr>
<th>Name of employee</th>
<th>Title and average hours per week devoted to position</th>
<th>Compensation</th>
<th>Employee benefit plans &amp; deferred compensation</th>
<th>Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carey Winfrey</td>
<td>Editor</td>
<td>40.00</td>
<td>345,270</td>
<td>56,843</td>
</tr>
<tr>
<td>Amy Chen</td>
<td>Chief Invest. Off.</td>
<td>40.00</td>
<td>340,819</td>
<td>47,414</td>
</tr>
<tr>
<td>Scott Rockman</td>
<td>Exec. Vice Pres</td>
<td>40.00</td>
<td>365,837</td>
<td>37,061</td>
</tr>
<tr>
<td>Kerry Bianchi</td>
<td>Publisher</td>
<td>40.00</td>
<td>284,384</td>
<td>49,244</td>
</tr>
<tr>
<td>Alan Chu</td>
<td>General Mgr-Media</td>
<td>40.00</td>
<td>251,072</td>
<td>47,831</td>
</tr>
</tbody>
</table>

Total number of other employees paid over $50,000: 1031

## Part I-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

<table>
<thead>
<tr>
<th>Name of contractor</th>
<th>Type of service</th>
<th>Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Design and Productions</td>
<td>Exhibition Design</td>
<td>11,159,243.</td>
</tr>
<tr>
<td>Northrop Grumman S&amp; M Corp</td>
<td>Engineering Support</td>
<td>6,530,313.</td>
</tr>
<tr>
<td>Palm Coast Data, LLC</td>
<td>Fullfillment/Accounting</td>
<td>5,140,112.</td>
</tr>
<tr>
<td>Epsilon Data Management, Inc.</td>
<td>Fullfillment/Accounting</td>
<td>2,259,714.</td>
</tr>
</tbody>
</table>

Total number of others receiving over $50,000 for professional services: 65

## Part I-B Compensation of the Five Highest Paid Independent Contractors for Other Services

<table>
<thead>
<tr>
<th>Name of contractor</th>
<th>Type of service</th>
<th>Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hensel Phelps Construction Company</td>
<td>Construction</td>
<td>10,107,650.</td>
</tr>
<tr>
<td>Brookfield Corp. Drive, Chantilly, VA</td>
<td>Paper</td>
<td>9,979,153.</td>
</tr>
<tr>
<td>Bulkley Dunton Publishing Group</td>
<td>Paper</td>
<td>6,607,330.</td>
</tr>
<tr>
<td>Quad/Graphics</td>
<td>Printing</td>
<td>5,955,661.</td>
</tr>
</tbody>
</table>
### Part III  Statements About Activities

#### 1. During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities $1,200. (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.)

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>x</td>
</tr>
</tbody>
</table>

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.

#### 2. During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)

| a) Sale, exchange, or leasing of property? See Statement 15 | 2a | x |
| b) Lending of money or other extension of credit? | 2b | x |
| c) Furnishing of goods, services, or facilities? See Statement 16 | 2c | x |
| d) Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? See Statement 17 | 2d | x |
| e) Transfer of any part of its income or assets? | 2e | x |

#### 3. Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.) See Statement 18

| a | 3a | x |
| b | 3b | x |
| c | 3c | x |
| d | 3d | x |

#### 4. Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g

| a | 4a | x |
| b | 4b | |
| c | 4c | |
| d | 4d | R/A |
| e | 4e | R/A |
| f | 4f | 0 |
| g | 4g | 0 |
**Part IV** Reason for Non-Private Foundation Status  (See pages 4 through 8 of the instructions.)

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

5  □  A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
6  □  A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
7  □  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
8  □  A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
9  □  A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶
10 □  An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv).  
(Also complete the Support Schedule in Part IV-A.)
11a □  An organization that normally receives a substantial part of its support from a governmental unit or from the general public.  
Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
11b □  A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
12 □  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the Support Schedule in Part IV-A.)
13 □  An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:  
□ Type I  □ Type II  □ Type III-Functionally Integrated  □ Type III-Other

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

<table>
<thead>
<tr>
<th>(a) Name(s) of supported organization(s)</th>
<th>(b) Employer identification number (EIN)</th>
<th>(c) Type of organization (described in lines 5 through 12 above or IRC section)</th>
<th>(d) Is the supported organization listed in the supporting organization's governing documents?</th>
<th>(e) Amount of support</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total ▶

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

Schedule A (Form 990 or 990-EZ) 2007
### Part IV-A Support Schedule

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

#### Calendar year (or fiscal year beginning in)

<table>
<thead>
<tr>
<th></th>
<th>(a) 2006</th>
<th>(b) 2005</th>
<th>(c) 2004</th>
<th>(d) 2003</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>16 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)</td>
<td>273,085,545</td>
<td>256,793,235</td>
<td>231,664,231</td>
<td>261,599,232</td>
<td>1,023,142,243</td>
</tr>
<tr>
<td>16 Membership fees received</td>
<td>55,135,754</td>
<td>49,028,917</td>
<td>51,346,135</td>
<td>64,262,165</td>
<td>219,773,041</td>
</tr>
<tr>
<td>17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose</td>
<td>132,351,770</td>
<td>122,984,641</td>
<td>147,890,110</td>
<td>90,956,133</td>
<td>494,182,654</td>
</tr>
<tr>
<td>18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975</td>
<td>21,137,546</td>
<td>24,440,158</td>
<td>16,256,629</td>
<td>35,695,996</td>
<td>97,530,329</td>
</tr>
<tr>
<td>19 Net income from unrelated business activities not included in line 18</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23 Total of lines 15 through 22</td>
<td>481,710,615</td>
<td>453,247,021</td>
<td>447,157,105</td>
<td>452,513,526</td>
<td>1,834,628,267</td>
</tr>
<tr>
<td>24 Line 22 minus line 17</td>
<td>349,358,845</td>
<td>330,262,380</td>
<td>299,266,995</td>
<td>361,557,393</td>
<td>1,340,445,613</td>
</tr>
<tr>
<td>25 Enter 1% of line 23</td>
<td>4,817,106</td>
<td>4,532,470</td>
<td>4,471,571</td>
<td>4,525,135</td>
<td></td>
</tr>
</tbody>
</table>

#### Organizations described on line 10 or 11

- a Enter 2% of amount in column (e), line 24
- b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceed the amount shown in line 25a. Do not file this list with your return.
- c Total support for section 509(a)(1) test: Enter line 24, column (e)
- d Add: Amounts from column (e) for lines: 18, 19, 22
- e Public support (line 26c minus line 26d total)
- f Public support percentage (line 25e (numerator) divided by line 25e (denominator))

#### Organizations described on line 12

- a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:
  - (2006) N/A
  - (2005) N/A
  - (2004) N/A
  - (2003) N/A
- b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) $5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:
  - (2006) N/A
  - (2005) N/A
  - (2004) N/A
  - (2003) N/A
- c Add: Amounts from column (e) for lines: 15, 16, 20, 21
- d Add: Line 27a total and line 27b total
- e Public support (line 27c total minus line 27d total)
- f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)
- g Public support percentage (line 27e (numerator) divided by line 27f (denominator))
- h Investment income percentage (line 18, column (e) (numerator) divided by line 27h (denominator))

#### Unusual Grants

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

---

273131: 12-27-07

None

Schedule A (Form 990 or 990-EZ) 2007
29. Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? **Yes** **No**

30. Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? **Yes** **No**

31. Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? **Yes** **No**

32. Does the organization maintain the following:
   a. Records indicating the racial composition of the student body, faculty, and administrative staff? **Yes** **No**
   b. Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? **Yes** **No**
   c. Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? **Yes** **No**
   d. Copies of all material used by the organization or on its behalf to solicit contributions? **Yes** **No**

33. Does the organization discriminate by race in any way with respect to:
   a. Students' rights or privileges? **Yes** **No**
   b. Admissions policies? **Yes** **No**
   c. Employment of faculty or administrative staff? **Yes** **No**
   d. Scholarships or other financial assistance? **Yes** **No**
   e. Educational policies? **Yes** **No**
   f. Use of facilities? **Yes** **No**
   g. Athletic programs? **Yes** **No**
   h. Other extracurricular activities? **Yes** **No**

34. a. Does the organization receive any financial aid or assistance from a governmental agency? **Yes** **No**
   b. Has the organization's right to such aid ever been revoked or suspended? **Yes** **No**

35. Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? **Yes** **No**

---

Schedule A (Form 990 or 990-EZ) 2007

Page 5
### Part VI-A Lobbying Expenditures by Electing Public Charities

(To be completed ONLY by an eligible organization that filed Form 5768)

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

#### Limits on Lobbying Expenditures
(The term "expenditures" means amounts paid or incurred.)

<table>
<thead>
<tr>
<th>Item</th>
<th>Lobbying Expenditures</th>
<th>Affiliated group totals</th>
<th>To be completed for all electing organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>36</td>
<td>Total lobbying</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td></td>
<td>expenditures to</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>influence public</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>opinion (grassroots</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>lobbying)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>37</td>
<td>Total lobbying</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>expenditures to</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>influence a legislative</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>body (direct lobbying)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>38</td>
<td>Total lobbying</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>expenditures (add lines</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>36 and 37)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>39</td>
<td>Other exempt purpose</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>expenditures</td>
<td></td>
<td></td>
</tr>
<tr>
<td>40</td>
<td>Total exempt purpose</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>expenditures (add lines</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>38 and 39)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>41</td>
<td>Lobbying non-taxable</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>amount. Enter the</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>amount from the</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>following table</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>If the amount on line 40</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>is -</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>The lobbying</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>non-taxable amount is</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>$600,000</td>
<td>20% of the amount on</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>line 40</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Over $600,000 but</td>
<td>$100,000 plus 15% of</td>
<td></td>
</tr>
<tr>
<td></td>
<td>not over $1,000,000</td>
<td>the excess over $600,000</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Over $1,000,000 but</td>
<td>$175,000 plus 10% of</td>
<td></td>
</tr>
<tr>
<td></td>
<td>not over $1,500,000</td>
<td>the excess over $1,000,000</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Over $1,500,000 but</td>
<td>$225,000 plus 5% of</td>
<td></td>
</tr>
<tr>
<td></td>
<td>not over $17,000,000</td>
<td>the excess over $1,500,000</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Over $17,000,000</td>
<td>$1,000,000</td>
<td></td>
</tr>
<tr>
<td>42</td>
<td>Grassroots non-taxable</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>amount (enter 25% of</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>line 41)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>43</td>
<td>Subtract line 42 from</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>line 36. Enter -0- if</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>line 42 is more than</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>line 36</td>
<td></td>
<td></td>
</tr>
<tr>
<td>44</td>
<td>Subtract line 41 from</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>line 38. Enter -0- if</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>line 41 is more than</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>line 38</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

#### 4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions.)

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2007</th>
<th>(b) 2006</th>
<th>(c) 2005</th>
<th>(d) 2004</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>45   Lobbying non-taxable amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>46   Lobbying ceiling amount (150% of line 45)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>47   Total lobbying expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>48   Grassroots non-taxable amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>49   Grassroots ceiling amount (150% of line 48)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>50   Grassroots lobbying expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
</tbody>
</table>

#### Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 14 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Yes</th>
<th>No</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Volunteers</td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>b Paid staff or management (Include compensation in expenses reported on lines c through h.)</td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>c Media advertisements</td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>d Mailings to members, legislators, or the public</td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>e Publications, or published or broadcast statements</td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>f Grants to other organizations for lobbying purposes</td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>g Direct contact with legislators, their staffs, government officials, or a legislative body</td>
<td></td>
<td>X</td>
<td>1,200.</td>
</tr>
<tr>
<td>h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means</td>
<td></td>
<td>X</td>
<td>1,200.</td>
</tr>
<tr>
<td>i Total lobbying expenditures (Add lines c through h.)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

See Statement 19
### Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

**51** Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Transfers from the reporting organization to a noncharitable exempt organization of:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) Cash</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>(ii) Other assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Other transactions:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) Sales or exchanges of assets with a noncharitable exempt organization</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>(ii) Purchases of assets from a noncharitable exempt organization</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>(iii) Rental of facilities, equipment, or other assets</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>(iv) Reimbursement arrangements</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>(v) Loans or loan guarantees</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>(vi) Performance of services or membership or fundraising solicitations</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>d If the answer to any of the above is &quot;Yes,&quot; complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Line no.</th>
<th>Amount involved</th>
<th>Name of noncharitable exempt organization</th>
<th>Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**52** a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

- [ ] Yes
  - [X] No

b If "Yes," complete the following schedule:

<table>
<thead>
<tr>
<th>(a) Name of organization</th>
<th>(b) Type of organization</th>
<th>(c) Description of relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
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<td></td>
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</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

Schedule A (Form 990 or 990-EZ) 2007

Smithsonian Institution

53-0206027

Page 7
**Schedule B**
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

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

**Name of organization**
Smithsonian Institution

**Employer identification number**
53-0206027

**Organization type** (check one):

<table>
<thead>
<tr>
<th>Filers of:</th>
<th>Section:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Form 990 or 990-EZ</td>
<td></td>
</tr>
<tr>
<td></td>
<td>□ 501(c)(3) (enter number) organization</td>
</tr>
<tr>
<td></td>
<td>□ 4947(a)(1) nonexempt charitable trust not treated as a private foundation</td>
</tr>
<tr>
<td></td>
<td>□ 527 political organization</td>
</tr>
<tr>
<td>Form 990-PF</td>
<td></td>
</tr>
<tr>
<td></td>
<td>□ 501(c)(3) exempt private foundation</td>
</tr>
<tr>
<td></td>
<td>□ 4947(a)(1) nonexempt charitable trust treated as a private foundation</td>
</tr>
<tr>
<td></td>
<td>□ 501(c)(3) taxable private foundation</td>
</tr>
</tbody>
</table>

Check if your organization is covered by the General Rule or a Special Rule. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule—see instructions.)

**General Rule**

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

**Special Rules**

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

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

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

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)
<table>
<thead>
<tr>
<th>(a) No.</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Aggregate contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td>$ 83,865,000</td>
<td>Person X, Payroll, Noncash</td>
</tr>
<tr>
<td>2</td>
<td></td>
<td>$ 7,412,000</td>
<td>Person X, Payroll, Noncash</td>
</tr>
<tr>
<td>3</td>
<td></td>
<td>$ 15,376,000</td>
<td>Person X, Payroll, Noncash</td>
</tr>
<tr>
<td></td>
<td></td>
<td>$</td>
<td>Person, Payroll, Noncash</td>
</tr>
<tr>
<td></td>
<td></td>
<td>$</td>
<td>Person, Payroll, Noncash</td>
</tr>
<tr>
<td></td>
<td></td>
<td>$</td>
<td>Person, Payroll, Noncash</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Asset No.</th>
<th>Description</th>
<th>Date Acquired</th>
<th>Method</th>
<th>Life</th>
<th>Cost Or Basis</th>
<th>Bus % Excl</th>
<th>Reduction In Basis</th>
<th>Basis For Depreciation</th>
<th>Accumulated Depreciation</th>
<th>Current Sec 179</th>
<th>Current Year Deduction</th>
</tr>
</thead>
<tbody>
<tr>
<td>0-2</td>
<td>Land</td>
<td>Varies</td>
<td>.000</td>
<td>16</td>
<td>12,530,301.</td>
<td></td>
<td></td>
<td>12,530,301.</td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>4-2</td>
<td>Construction-in-Progress</td>
<td>Varies</td>
<td>.000</td>
<td>16</td>
<td>54,240,175.</td>
<td></td>
<td></td>
<td>54,240,175.</td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>0-4</td>
<td>Building</td>
<td>VariesSL</td>
<td>30.00</td>
<td>16</td>
<td>536,025,877.</td>
<td></td>
<td></td>
<td>147,096,250.</td>
<td></td>
<td>19,695,459.</td>
<td></td>
</tr>
<tr>
<td>0-4</td>
<td>Equipment</td>
<td>VariesSL</td>
<td>.000</td>
<td>16</td>
<td>54,057,094.</td>
<td></td>
<td></td>
<td>43,340,702.</td>
<td></td>
<td>3,040,430.</td>
<td></td>
</tr>
<tr>
<td>0-4</td>
<td>Leasehold Improvements</td>
<td>VariesSL</td>
<td>.000</td>
<td>16</td>
<td>38,860,860.</td>
<td></td>
<td></td>
<td>4,605,149.</td>
<td></td>
<td>2,684,700.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>* Total 990 Page 2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Depr

Bus % Excl: 0.
Basis For Depreciation: 195,042,101.
Accumulated Depreciation: 0.
Current Year Deduction: 25,420,589.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone
<table>
<thead>
<tr>
<th>Description</th>
<th>Gross Sales Price</th>
<th>Cost or Other Basis</th>
<th>Expense of Sale</th>
<th>Net Gain or (Loss)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Securities</td>
<td>502,208,896.</td>
<td>460,170,811.</td>
<td>0.</td>
<td>42,038,085.</td>
</tr>
<tr>
<td>To Form 990, Part I, line 8</td>
<td>502,208,896.</td>
<td>460,170,811.</td>
<td>0.</td>
<td>42,038,085.</td>
</tr>
<tr>
<td>Description of Event</td>
<td>Gross Receipts</td>
<td>Contribut. Included</td>
<td>Gross Revenue</td>
<td>Direct Expenses</td>
</tr>
<tr>
<td>----------------------------------</td>
<td>----------------</td>
<td>---------------------</td>
<td>---------------</td>
<td>----------------</td>
</tr>
<tr>
<td>AAA - Benefits</td>
<td>455,469.</td>
<td>354,339.</td>
<td>101,150.</td>
<td>31,673.</td>
</tr>
<tr>
<td>TSA - Young Benefactors</td>
<td>125,800.</td>
<td>0.</td>
<td>125,800.</td>
<td>70,251.</td>
</tr>
<tr>
<td>Women's Committee Craft Show</td>
<td>727,569.</td>
<td>207,885.</td>
<td>519,684.</td>
<td>381,911.</td>
</tr>
<tr>
<td>To Form 990, Part I, line 9</td>
<td>1,308,858.</td>
<td>562,224.</td>
<td>746,634.</td>
<td>483,835.</td>
</tr>
<tr>
<td>Income</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>-----------------------------------------------------------------------</td>
<td>-----</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Gross receipts</td>
<td>75,041,524</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. Returns and allowances</td>
<td>5,215,588</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. Line 1 less line 2</td>
<td>69,825,936</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Cost of goods sold (line 13)</td>
<td>26,543,304</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Gross profit (line 3 less line 4)</td>
<td>43,282,632</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Cost of Goods Sold</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>6. Inventory at beginning of year</td>
<td></td>
</tr>
<tr>
<td>7. Merchandise purchased</td>
<td>26,543,304</td>
</tr>
<tr>
<td>8. Cost of labor</td>
<td></td>
</tr>
<tr>
<td>9. Materials and supplies</td>
<td></td>
</tr>
<tr>
<td>10. Other costs</td>
<td></td>
</tr>
<tr>
<td>11. Add lines 6 through 10</td>
<td>26,543,304</td>
</tr>
</tbody>
</table>

<p>| 12. Inventory at end of year                                         |     |
| 13. Cost of goods sold (line 11 less line 12)                        | 26,543,304 |</p>
<table>
<thead>
<tr>
<th>Description</th>
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<tr>
<td>Net Unrealized Gains/Losses</td>
<td>-207,236,444.</td>
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<tr>
<td>Change in interest in net assets of FONZ and non-collection items</td>
<td>-5,326,221.</td>
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<td>Total to Form 990, Part I, line 20</td>
<td>-212,562,665.</td>
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<td>Class of Activity/Donee's Name and Address</td>
<td>Amount</td>
</tr>
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<td>------------------------------------------</td>
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</tr>
</tbody>
</table>
| Acosta, Rebecca  
Cedula No. 8-761-441 Brisas Del Golf, Calle 1ERA  
Panama City, Panama | 2,400. |
| Adachi, Michiko  
3-20-33 Kamiyama Midori-ku  
Yokohama, 226-0012, Japan | 4,000. |
| Adams, Justin  
3337 Walnut Street  
Philadelphia, PA 19104 | 5,100. |
| Adams, Kirsten  
8522 16th Avenue  
Kenosha, WI 53143 | 3,500. |
| Ahlering, Marissa  
1613 Norma Court  
Columbia, MO 65203 | 42,445. |
| Ahmed, Sanaa  
197-23 91st Road  
Hollis, NY 11423 | 5,150. |
| Ainsworth, Alexis  
1410 N. Scott Street  
Arlington, VA 22209 | 4,000. |
| Aitken-Palmer, Copper  
1756 Church Street Apt. B  
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| Akkala, Sirisha  
1024 Adams Circle  
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1,000.

Gochfeld, Deborah
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Goldchain, Cristina
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1,800.

Golla, Julie
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2,250.

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3,000.

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3,600.

 Gowda, Vinita
Manisha Tenicula Road Parladka
Puttur Karnataka, India
12,600.

Goyes, Johana
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2,400.

Grabner, Hanna
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6020, Innsbruck, Austria
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Grinnell, Cole
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3,900.

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800.

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3,900.

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6,000.

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5,500.

Guerrero, Nathaly
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1,500.
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53-0206027

6,500.

4,000.

5,500.

3,000.

15,000.

1,000.

4,000.

5,000.

2,400.

5,150.
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53-0206027

42,000.

7,000.

8,775.

5,850.

5,190.

2,400.

3,000.

2,310.

1,500.

5,100.

Statement(s) 5
Mayne, Rhiannon
909A Heron Drive
Silver Spring, MD  20901

Mayorova, Anastasia
Volkhovskaya 27 Flat 21
Viadivostok, 690018, Russia

McBride-Scott, Robin
4222 East County Road
New Castle, IN  47362-9215

McCabe, Melody
1225 12th Avenue
Vero Beach, FL  32960

McGregor, Yvonne
47 Country Club Drive
Windsor, CT  06095

McNamara, Bridget
19009 Noble Oak Drive
Germantown, MD  20874

McNett, Sarah
12938 Queenbury
Houston, TX  77099

Meadows, Allison M.
812 Paquerette Ct.
Ballwin, MO  63021

Medina, Daniel
210 Philadelphia Ct
Takoma Park, MD  20912

Medijibe, Vincent
214 Bartram Hall
Gainesville, FL  32611
Mehring, Frank
Weimarer Street 17
10625, Berlin, Germany

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C/Ecador Bo 202A
Zaragora, Spain

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3605 Perrysville
Pittsburgh, PA 15214

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Bogota, Colombia

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208 Ardmore Street
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325 Delafield Place #3 NW
Washington, DC 20011

Midland, Lynnea
695 Clove Road
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4229 W. Rosecrans
Hawthorne, CA 90250

Miller, Joshua
345 Chenery Street
San Francisco, CA 94131

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12a D Uzmadze
Tbilisi, 0102, Georgia

Statement(s) 5
Mitchell, Jonathan  
1202 S. Best Street  
Goldsboro, NC 27530

Molina Neira, Barbara  
Corne Camino a San Pedro  
Cuenca, Ecuador

Montenegro, Aaron  
2950 Van Ness Street  
Washington, DC 20008

Morales, Luis  
Cedula No. 2-717-1638 Vacamonte El Tecal Casa E81  
Panama City, Panama

Morcol, Taylan  
325 Gerard Avenue  
Elkins Park, PA 19027

Morfield, Kari  
13108 Kerrydale  
Woodbridge, VA 22193

Moron, Sara  
c/o STRI, Roosevelt Tupper Building  
Panama City, Panama

Mosteller, Kelli  
Route 2, Box 486  
Comanche, OK 73529

Mueller, Megan  
9106 Stonewall  
Manassas, VA 20110

Mulder, Mark Mattijs  
Prinsensracht 23 1015 Dix  
Amsterdam, Netherlands
Munoz, Sergio
Cedula No. 9-107-9961
Panama City, Panama

Murgia, Monica
428 W. 160th Street Apt. 5
New York, NY 10032

Myron, Emily
20505 Ivory Pass Court
Gaithersburg, MD 20879

Ndungaho, Joseph
Folderich Strabe 54
13595, Berlin, Germany

Ned Bear, Edward
150 Maliseet Drive
Fredericton, New Brunswick, Canada

Nevarez, Angel
611 Broadway #836
New York, NY 10012

Nguyen, Trang
6001 Little Brook Court
Clifton, VA 20124

Nichols, Teresa
989 Springbrook
Cincinnati, OH 45224

Nukala, Vidyा
5 Chatterly Court
Germantown, MD 20874

Nunez, Mabelys
Cedula No. 8-778-2353 San Miguelito
Panama City, Panama

Statement(s) 5
O'Brien, Filiz  
11828 North 175th Road  
Jupiter, FL  33478  

8,500.

O'Day, Melanie  
1163 S. Weatherstone  
Bloomington, IN  47401  

2,800.

Ogasawara, Atsushi  
55, Zebu-cho, Asahi-ku  
Yokohama-shi, Kanagawa-ken, Japan  

1,000.

Olson, Julie  
13495 Olivewood  
Coker, AL  35452  

15,500.

Oree, Vishwanitra  
1825 R Street NW  
Washington, DC  20009  

6,825.

Oreska, Matthew  
11508 Ivy Home Terrace  
Richmond, VA  23233  

7,000.

Ortega Vargas, Guillermia  
Miguel Hidalgo 22 Col. Tepeyac  
Poza Rica Veracruz, Mexico  

700.

Osterman, Mark  
7133 Bay Drive Apt  
Miami Beach, FL  33141  

3,200.

Owle, Chivas  
7765 101st Avenue  
Vero Beach, FL  32967  

1,600.

Pahlas, Jonathan Michael  
140 Oxford Court  
Athens, GA  30606  

2,500.
Paikowsky, Deganit  
33 Ben Yehuda Street  
Herzliya, 46804, Israel

Panessa, Francesca  
60 Garden Street MS c/o Lorayne Mohammed  
Cambridge, MA  02138

Paris, Stephen  
126 Stone Lake Court  
Yorktown, VA  23693-3714

Parker, Kenneth Lee  
4008 Middleburg Lane  
Chesapeake, VA  23321

Pasiche, Carlos  
HC 08 Box 84152  
San Sebastian, PR  00685

Pastorino, Roberto  
Av. Angel Gallardo 470  
1405, Buenos Aires, Argentina

Patin, Nastassia  
2480 Cape Town Place  
Dulles, VA  20189

Patterson, Jody  
121 Petherton Road  
London, N5 2RS, United Kingdom

Paxton, John  
1C Tarakan Crescent  
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Peters, Ryan  
4013 Roberts Road  
Fairfax, VA  22032
Pipia, Irakli
Upper Plato 3rd Area Building 1 Flat 113
Tbilisi, 0182, Georgia

Pittfield, Taryn
16 Hannah Drive
Dayton, NJ  08810

Pliskov, Janine
1501 Hile Avenue
Long Beach, CA  90804

Pontsioen, Robert G.
76 Oak Street
Stratford ON, N5A 6Z1, Canada

Pope, Claire
4612 Valley Hill Road
Springfield, KY  40069

Prada, David
STRI, Roosevelt Tupper Building
Panama City, Panama

Prado Oviedo, Natalia
3110 Mount Vernon
Alexandria, VA  22305

Pritchard, Alicia
1228 Sandalwood
Harwood, MD  20776

Provence, Sydney
P O box 1233
Charlottesville, VA  22902

Pyataeva, Sofia
Kurchatov Street 3, 35 Dubna
Moscow Region, 141980, Russia
Pyper, Brett  
181 Daffodil Street Lynnwood Ridge  
Pretoria, 0081, South Africa  

Quesada, Fernando  
c/o STRI Unit 0948 APO AA  
Panama City, Panama  

Quilez-Badia, Gemma  
Gonzalez Tablas 23  
Barcelona, 08034, Spain  

Quiroz, Ana  
13505 Barkingside  
Springhill, FL 34609  

Quiroz, Luis  
Carrera 48 no. 80-46 Apt. 107  
Bogota, Colombia  

Ramos, Christel  
Cedula no. 8-790-1097 Calle 41A Ciudad  
Panama City, Panama  

Ramos, Nelly  
cedula 8-782-433 La Victoria De Frente A La Compania  
Panama City, Panama  

Rathjen, Kristen  
1062 Cedar Ridge Court  
Annapolis, MD 21403  

Rawlinson, Katharine Anne  
The Malt House, 42 Main Road, Stonely, Huntingdon, Cambs  
England, PE19 5EH, UK  

Redcorn-Miller, Maria  
6677 Camino Rojo  
Sante Fe, NM 87507
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Redden, Karen
4709 Montgomery
Annandale, Va  22003

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Calle 22 H No. 105-21
Bogota, Colombia

Reudink, Matthew W.
P O Box 217
Port Townsend, WA 98368

Richer deForges, Bertrand
5, rue F. Franchette
98848, Noumea Cedex, New Caledonia

Richert, Samantha
10821 24th Avenue NE
Seattle, WA  98125

Richie, Lauren
814 Shelley Road
Towson, MD  21286

Riedlecker, Eva Ileana
Koppstr. 42/23
1160, Vienna, Austria

Rincon, Aldo
Carrera 26 #67-48 Apto
Bogota, Colombia

Rios, Maria
10A Callie 12-34 Zona 11
Guatemala, Guatemala

Risaliti, Guido
Via Baldanzese
Calenzano, Italy

Statement(s) 5
Robinson, Emily
3151 Mount Pleasant Apt. 208
Washington, DC 20010

Robeles, Abraham
c/o STRI Unit 0948 APO AA
Panama City, Panama

Rodgers, Paula J.
5005 Kenesaw Street
College Park, MD 20740

Rodriguez, Jan
Barnada La Industrial No. Casa 50-49 Chorrera
Panama City, Panama

Rodriguez, Leydis
Casa Hacienda Las
Panama City, Panama

Rodriguez, Manuel
Calle 174A No. 50A-23
Bogota, Colombia

Rogala, Dawn V.
45 Brantford Place
Buffalo, NY 14222

Rominger, Andrew
915 Roma NW
Albuquerque, NM 87102

Ronning, Eleanor
106 West 80th Street Apt.
New York, NY 10024

Rosas, Abigail
540 West 53rd Street
Los Angeles, CA 90037
Rudnicki, Catharine  
3329 Southgate  
Alexandria, VA  22306

5,040.

Ruiz, Stevie  
4870 69th Place  
San Diego, CA  92115

5,550.

Rutter, Jordan  
2610 Belle Crest Lane  
Silver Spring, MD  20906

2,800.

Ryder, Thomas  
724 Fern Place NW  
Washington, DC  20012

126,001.

Sadeghi, Sara  
2 Miraflores Lanes  
Tiburon, CA  94920

2,500.

Salcedo, Christian  
McGuire Center-SW 34th Street  
Gainesville, FL  32611

3,650.

Samy, Julie  
164 D'Itallie Avenue  
75013, Paris, France

2,500.

Sanderson, Cody  
1278 Chestnut Street  
Sante Fe, NM  87507

7,000.

Sanin, Camilo  
Cra. 11A #93A-22 Oficina  
Bogota, Colombia

4,000.

Santagata, Scott  
8 Santa Circle  
Johnston, RI  02919

76,597.
Saunders, Jaclyn
517 Pond's Edge Lane
Allentown, PA 18104

Schlagel, Elizabeth
4198 Countryview
Byron, IL 61010

Schmidt, Mariek Evelyn
5903 Osage St. #3
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Schnell, Nalani
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72074, Tuebingen, Germany

Schreeg, Laura
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Schweizer, Daniella
755 14 Avenue #103
Santa Cruz, CA 95062

Semon, Kathleen L.
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Sharma, Sandeep
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Sharp, Koty
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Sheng, Li
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Shkrabaliuk, Ganna
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627 59th Street
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Sim, Ha-Young
6104 Virgo Court
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Sinclair, Anne
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Ontario, Canada

Smith, Brianne
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Smith, Issa
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Smucker, Janneken
1121 E. Columbia
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Smyth, Kendra  
917 Crestwood  
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Snider, Matthew  
4230 Knox Road, Apt.  
College Park, MD  20742

So, Dong-Hyok  
4740 Connecticut Avenue  
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Somerville, Stephen  
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Richmond, VA  23233

Sonsthagen, Sarah  
7911 McClure Road  
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Spaulding, Eliza  
115 East 9th Street Apt.  
New York, NY  10003

Spiering, Penny  
40155 NW Greenville  
Forest Grove, OR  97116

Sponsel, Alistair  
1806 Coltax Street  
Evanston, IL  60201

Starmer, John  
PMB 1156 PO Box 10003  
Saipan, MP  96950

Starr, Kristen  
1004 Seay Street  
Auburn, AL  36830
Steinhauser, Brooke
40 Bridle Path
Amherst, MA 01002

Stephens, Ryan
8108 County Road GG
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Stoppel, Laura
11873 Island Lakes Lane
Boca Raton, FL 33498

Studds, Colin
707 Jefferson Street, NW
Washington, DC 20011

SU, Ko-Chief
646 NW Billiar Avenue
Port St. Lucie, FL 34983

Sutton-Grier, Ariana
309 Spruce Avenue
Edgewater, MD 21037

Szalkowski, Heather
436 Woodland Road
Pittsburgh, PA 15237

Takahashi, Yae
1-4-10 Chu-ou
Nagano, 386-0012, Japan

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P. O. Box 23123
Portland, OR 97281

Tang, Jeannine
532 Fifth Street #312
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Smithsonian Institution

Taylor, Ashley
1633 Morris Road SE
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Taylor, Scott
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Temkin, Ilya
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Washington, DC 20015

Thacker, Robert
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Tobin, William
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Toledo, Claudia
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Tu, Tieyao
Kunming Institute Chinese Academy 132 Lanhei Road
Yunnan PR, 650204, China
Smithsonian Institution

Tyndall, Monique
W13529 National
Bowler, WI  54416

Urriola, Jill
Las Cumbres, Colonial Las
Panama City, Panama

Valdez, Ryan
437 New York Avenue NW Unit Y26
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Van de Brink, Yvonne
Roghorst 319
6708 KW, Wageningen, Netherlands

Vandermeyns, Alexandra Gabrielle
12816 Beechtree Lane
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Vargas, Luis
Apartado 124-1200
San Jose, Costa Rica

Vergara, Roberto
Ojo De Agua, San Jose
Panama City, Panama

Vick, Mandi Michell
1672 Prairie Circle
Lexington, KY  40515

Viljoen, Sunette
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Rotherhithe, London SE16, UK

Villamizar, Estrella
Calle Murachi, Quinta, Rossi El Marques
Caracas, Venezuela
Villanueva, Paola
P.O. Box 719
Sabana Hoyos, PR 00688

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Von Cosel, Hanns
Museum National-Dept. Systematique (Malacologie)
Case Postale 51, F-75237 Paris, France

Vuissoz, Annick
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2300 La Chaux, de Fonds, Switzerland

Walker, Alexis
253 South 3rd Street, #3
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Walton, Benjamin
8233 Hitesman Way
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Wander, Ian
6805 Carlynn Court
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Wang, Verena
1436 48th Avenue #8
San Francisco, CA 94122

Wasem, Samantha
7218 57th Avenue
Kenosha, WI 53142

Washington, Shanae
1613 29th Street SE #2
Washington, DC 20020

Statement(s) 5
Weisz, Alexandra
11028 Earlsgate
Rockville, MD  20852

Welch, Andreanna Jo
12008 Tulip Grove Drive
Bowie, MD  20715

West, Rebecca
1401 Blair Mill Road
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White, Kevin
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Philadelphia, PA  19111

Whitworth, Eyrn
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Austin, TX  78703

Wilk, John
1324 W. Augusta Blvd
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Wilson, Hilary Ann
2723 Algonquin Avenue
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Wilson, Scott
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Winchester, Claire
345 Thorsby Hill
Sherwood Forest, MD  21405

Wright, Ryan
3428 East Capitol Street
Washington, DC  20019
Wuyts, Stijn
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Jamaica Plain, MA 02130

Xie, Lei
Jing An Dong Li, 16, 105, Chao Yang District
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Xu, Xinwei
301 Room 5 Hubin
Luojiashan, Wuhan 430072, China

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40762 Ambar Place
Fremont, CA 94539

Yarnell, Damon
251 S. West Street
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Yasuhsara, Moriaki
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3982 Camino Lindo
San Diego, CA 92122

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12106 Bridle Trail Lane
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Zagorsky, Sharon
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Zegenhagen, Evelyn  
1202 S. Washington  
Alexandria, VA  22314  

Zhu, Weidong 
132 Lanhei Road  
Kunming, 650204 Yunnan, China  

Ziegler, Lucia  
Igua 4225  
Montevideo, Uruguay  

Zorloni, Alessia  
Corso Como 3  
20154 Milan, Italy  

Zuo, Yunjuan  
20, Nanxincun Xiangshan  
Beijing, 100093, China  

Zwiers, Paul  
12304 Village Square Terrace, Apt #101  
Rockville, MD  20852  

Total Included on Form 990, Part II, line 22b  

5,363,132.
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<tr>
<th>Description</th>
<th>Cost or Other Basis</th>
<th>Accumulated Depreciation</th>
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<td>Construction-in-Progress</td>
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<td>Equipment</td>
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<td>Leasehold Improvements</td>
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<td><strong>Total to Form 990, Part IV, ln 57</strong></td>
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Statement(s) 6
<table>
<thead>
<tr>
<th>Description</th>
<th>Beginning of Year</th>
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<tbody>
<tr>
<td>Interest in Net Assets of FonZ</td>
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<td>Contributed non-collection items held for trade</td>
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<td>Total to Form 990, Part IV, line 58</td>
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<td>Security Description</td>
<td>Cost/FMV</td>
<td>Other Securities</td>
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<tr>
<td>Securities</td>
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</tr>
<tr>
<td>To Form 990, line 54b, Col B</td>
<td></td>
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<tr>
<td>Change in interest in net assets of FONZ &amp; non-collection items held for resale.</td>
<td>-5,326,221.</td>
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<td>Total to Form 990, Part IV-A</td>
<td>-5,326,221.</td>
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<tr>
<td>Lines 9b and 10b</td>
<td>-27,027,139.</td>
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<td>Victor Bldg Deferred Revenue Recognized</td>
<td>-1,908,586.</td>
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<td><strong>Total to Form 990, Part IV-A</strong></td>
<td><strong>-30,935,725.</strong></td>
<td></td>
</tr>
<tr>
<td>Name and Address</td>
<td>Title and Title and</td>
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</tr>
<tr>
<td>----------------------------------------</td>
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<td></td>
</tr>
<tr>
<td>Cristian Samper 1000 Jefferson Drive,</td>
<td>Acting Secretary</td>
<td></td>
</tr>
<tr>
<td>SW Washington, DC 20560</td>
<td>50.00</td>
<td></td>
</tr>
<tr>
<td>G. Wayne Clough 1000 Jefferson Drive,</td>
<td>Secretary</td>
<td></td>
</tr>
<tr>
<td>SW Washington, DC 20560</td>
<td>50.00</td>
<td></td>
</tr>
<tr>
<td>Ira Rubino 1000 Jefferson Drive, SW</td>
<td>Acting Under Sec. -</td>
<td></td>
</tr>
<tr>
<td>Washington, DC 20560</td>
<td>Scienc</td>
<td></td>
</tr>
<tr>
<td>Ned Rifkin 1000 Jefferson Drive, SW</td>
<td>Under Sec. - Arts</td>
<td></td>
</tr>
<tr>
<td>Washington, DC 20560</td>
<td>50.00</td>
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<tr>
<td>Charles R. Alcock 1000 Jefferson Drive</td>
<td>Acting Under Sec. for</td>
<td></td>
</tr>
<tr>
<td>SW Washington, DC 20560</td>
<td>Science</td>
<td></td>
</tr>
<tr>
<td>John Huerta 1000 Jefferson Drive, SW</td>
<td>General Counsel</td>
<td></td>
</tr>
<tr>
<td>SW Washington, DC 20560</td>
<td>50.00</td>
<td></td>
</tr>
<tr>
<td>Alice Maroni 1000 Jefferson Drive, SW</td>
<td>CFO</td>
<td></td>
</tr>
<tr>
<td>Washington, DC 20560</td>
<td>50.00</td>
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</tr>
<tr>
<td>Ann Speyer 1000 Jefferson Drive, SW</td>
<td>CIO</td>
<td></td>
</tr>
<tr>
<td>Washington, DC 20560</td>
<td>50.00</td>
<td></td>
</tr>
<tr>
<td>Thomas Ott 1000 Jefferson Drive, SW</td>
<td>Acting CEO,</td>
<td></td>
</tr>
<tr>
<td>Washington, DC 20560</td>
<td>Smithsonian</td>
<td></td>
</tr>
<tr>
<td>Virginia Clark 1000 Jefferson Drive, SW</td>
<td>Director External</td>
<td></td>
</tr>
<tr>
<td>Washington, DC 20560</td>
<td>Affairs</td>
<td></td>
</tr>
<tr>
<td>Richard Kurin 1000 Jefferson Drive, SW</td>
<td>Under Sec. for</td>
<td></td>
</tr>
<tr>
<td>SW Washington, DC 20560</td>
<td>History &amp; Culture</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Compensation</th>
<th>Employee Ben Plan</th>
<th>Expense</th>
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</tr>
</thead>
<tbody>
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<td>61,979.</td>
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<td></td>
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<tr>
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</tr>
<tr>
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Mr. Robert P. Kogod
1000 Jefferson Drive, SW
Washington, DC 20560

Ms. Shirley Ann Jackson
1000 Jefferson Drive, SW
Washington, DC 20560

Honorable John W. McCarter, Jr.
1000 Jefferson Drive, SW
Washington, DC 20560

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Totals Included on Form 990, Part V-A

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Statement(s) 11
### Explanation of Relationship

**Statement 12**

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<td>Alan Spoon</td>
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**Explanation of Relationship**

Shirley Jackson and Alan Spoon are life members of MIT Corporation. MIT procures services from Palm Coast Data and Northrop Grumman S&MS Corp.

<table>
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<td>Philip Frost</td>
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<td>Roger Sant</td>
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**Explanation of Relationship**

Philip Frost is a member of the Northrop Grumman Board of Directors. Roger Sant donated a Trust to the Smithsonian Institution and maintains third party control over the underlying investments in that Trust. Mr. Sant also maintains investments in the Polaris Venture Partners, in which Alan Spoon is the Managing General Partner.
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Statement(s) 13
Poland
Portugal
Qatar
Russia
Saudi Arabia
Senegal
Singapore
South Africa
Spain
Sweden
Switzerland
Taiwan
Thailand
Tunisia
Turkmenistan
Turkey
Ukraine
United Arab Emirates
United Kingdom
Vietnam
Zambia
Zimbabwe
Travel tours further the public education mission of the Smithsonian. The tours are formal educational programs, which provide intensive study in the subject matter of the tour, including daily lectures, readings and related activity. Classes further the public education mission of the Smithsonian by providing instruction to the public in the arts, sciences and history and in subjects relating to its collections and research. Traveling exhibits further the public education mission of the Smithsonian by bringing Smithsonian exhibits to local museums.

The subjects of the films displayed in the Air and Space and Natural History museums are related to the collections and exhibitions in those museums, and further the Smithsonian's mission of educating its visitors in subjects related to its collections and research.

When appropriate the Smithsonian lends objects from its collection to other organizations and collects premium and administrative costs for providing coverage under Smithsonian Institution blanket collection policy for objects on loan. Collections are held for public exhibition, education, or research, furthering the Smithsonian mission. Proceeds from sales following deaccessions are reflected as increases to the appropriate net asset class, and are designated for future collection acquisitions.

Members receive such benefits as a Smithsonian monthly magazine, special rates for classes, discounts at museum shops and the mail order catalogue, and other benefits of an educational nature, encouraging them to participate fully in the educational and cultural life of the Smithsonian Institution.

In its museum shops and through its catalogues, the Smithsonian offers for sale a wide range of reproductions and adaptations of objects in its collections and exhibits, as well as other educational items that are related to its educational mission.
Regent Robert Kogod is a trustee of Vornado Realty Trust from which the Smithsonian leases office space. The Smithsonian selected this office space through a Request for Proposal (RFP) process without the involvement of Mr. Kogod.
Regent Shirley Ann Jackson is a director of Federal Express. The Smithsonian is a long-standing customer of Federal Express for the type of mail and package delivery services Federal Express offers to similar institutions and the public, and the relationship predates Ms. Jackson's service on the Smithsonian Board of Regents. Regent Philip Frost is a director of Northrop Grumman Corporation, which has been a long-standing contractor for the Smithsonian Astrophysical Observatory. Contracts for these services, which were awarded to Northrop Grumman, predate Mr. Frost's appointment to the Board of Regents.
The Smithsonian pays and/or reimburses reasonable business travel expenses to Regents and officers. The following Regents and officers had more than $1,000 in paid/reimbursed business travel expenses:

Cristian Samper
Ira Rubinoff
John Huerta
Ann Speyer
Richard Kurin
Charles Alcock
Thomas Ott
Virginia Clark
John R. Dailey
Carey Winfrey
Scott Rockman
Smithsonian fellowships and grants are open to all qualified individuals without reference to race, color, religion, sex and condition of handicap or age of applicant. Candidates are evaluated on the scholarly merit of their proposals, their ability to carry out the proposed research and study; likelihood that the research can be completed during the requested appointment period; and the extent to which the Smithsonian, through its research staff members and resources, can contribute to the proposed research project.
The Smithsonian Institution engaged in lobbying activities to solicit support for capital improvements and educational programs for the Cooper-Hewitt National Design Museum and the National Museum of the American Indian in New York City. Funds are being solicited from various agencies represented by both New York City and New York State. Representatives of the respective Smithsonian Institution museums met directly with public officials on a limited number of occasions to discuss public funding for capital improvements and educational programs, and the value of staff time spent in such meetings and preparing for such meetings in fiscal year 2008 was approximately $1,200.00.