Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning OCT 1, 2012 and ending SEP 30, 2013

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization: Smithsonian Institution

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 1000 Jefferson Drive, S. W. — Room/suite

City, town, or post office, state, and ZIP code: Washington, DC 20560

D Employer identification number: 53-0206027

E Telephone number: 202 633-1000

G Gross receipts $ 2,064,935,223.

F Name and address of principal officer: Dr. G. Wayne Clough, 1000 Jefferson Dr, SW, Washington, DC 20560

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

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

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

J Website: ▶ www.si.edu

H(c) Group exemption number ▶

K Form of organization: [ ] Corporation [ ] Trust [ ] Association [X] Other ▶ Sch O

L Year of formation: 1846 **M** State of legal domicile:

Part I Summary

Activities & Governance

1	Briefly describe the organization's mission or most significant activities: "Increase and diffusion of knowledge" is the mission set forth by James Smithson.		
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	17
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	17
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	7002
6	Total number of volunteers (estimate if necessary)	6	6329
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	16,809,248.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-2,211,956.

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	1,126,869,412.	1,120,530,769.
9	Program service revenue (Part VIII, line 2g)	90,218,174.	97,940,513.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	38,205,474.	92,511,140.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	59,946,482.	60,604,609.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,315,239,542.	1,371,587,031.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	16,944,946.	16,574,449.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	598,152,350.	605,995,552.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	6,397,750.	7,065,864.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 40,077,572.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	525,197,743.	532,694,000.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,146,692,789.	1,162,329,865.
19	Revenue less expenses. Subtract line 18 from line 12	168,546,753.	209,257,166.
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	3,795,609,529.	4,046,308,079.
21	Total liabilities (Part X, line 26)	756,490,921.	805,065,458.
22	Net assets or fund balances. Subtract line 21 from line 20	3,039,118,608.	3,241,242,621.

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 7/29/14

▶ Albert Horvath, Chief Financial Officer
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
Margaret A. Bradshaw	Margaret A. Bradshaw	7/30/14		P00501222

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 1676 International Drive, McLean, VA 22102 — Phone no. (703)286-8000

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

"Increase and diffusion of knowledge" is the mission set forth by James Smithson. The Smithsonian endeavors to shape the future by preserving our heritage, discovering new knowledge, and sharing our resources with the world.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? .... [ ] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? .... [ ] Yes [X] No

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses $ 457,420,244. including grants of $ 15,073,349.) (Revenue $ 34,290,483.)

4A Research and Collections (See Schedule O)

4b (Code:) (Expenses $ 383,991,669. including grants of $ 1,501,100.) (Revenue $ 48,300,549.)

4B Education, Public Programs and Exhibitions (See Schedule O)

4c (Code:) (Expenses $ 71,191,342. including grants of $) (Revenue $ 65,600,907.)

4C Membership (See Schedule O)

4d Other program services (Describe in Schedule O.)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ 912,603,255.

See Schedule O for Continuation(s)

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, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	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, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
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, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	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, Parts II and IV*	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, Parts III and IV*	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
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *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 (or a family member thereof) 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, Part II, III, or IV, and Part V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
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 11b 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

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	4593		
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	7002		
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* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		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: ▶ Panama				
	See instructions for 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?		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 as charitable contributions?		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	X	
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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	X	
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			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year — 1a: 17. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent — 1b: 17			
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 governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	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	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did 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," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ None

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[X] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶
Jean Garvin - 202-633-7218
2011 Crystal Dr., Arlington, VA 22202

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) Honorable John Roberts, Jr. Regent	0.50	X						0.	0.	0.
(2) Honorable Joseph Biden Regent	0.50	X						0.	0.	0.
(3) Honorable Xavier Becerra Regent	2.00	X						0.	0.	0.
(4) Honorable Thad Cochran Regent	2.00	X						0.	0.	0.
(5) Honorable Thomas Cole Regent (Jan 2013 - present)	2.00	X						0.	0.	0.
(6) Honorable Sam Johnson Regent	2.00	X						0.	0.	0.
(7) Honorable Steven LaTourette Regent (Oct 2012 - Jan 3, 2013)	2.00	X						0.	0.	0.
(8) Honorable Patrick Leahy Regent	2.00	X						0.	0.	0.
(9) Honorable Jack Reed Regent	2.00	X						0.	0.	0.
(10) Ms. Barbara Barrett Regent (Jan 2013 - present)	2.00	X						0.	0.	0.
(11) Mr. Steve Case Regent	2.00	X						0.	0.	0.
(12) Dr. France Cordova Regent	16.00	X						0.	0.	0.
(13) Dr. Shirley Ann Jackson Regent	4.00	X						0.	0.	0.
(14) Mr. Robert Kogod Regent	2.00	X						0.	0.	0.
(15) Mr. John McCarter Regent	4.00	X						0.	0.	0.
(16) Mr. David Rubenstein Regent	2.00	X						0.	0.	0.
(17) Mr. Roger Sant Regent	2.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(18) Ms. Patricia Stonesifer Regent	4.00	X						0.	0.	0.
(19) G. Wayne Clough Secretary	50.00			X				511,231.	0.	38,474.
(20) Scott Dahl Inspector General	50.00			X				168,952.	0.	28,059.
(21) Albert Horvath Under Sec - Fin & Adm/CFO	50.00			X				363,942.	0.	52,052.
(22) John Lapiana Chief of Staff-Regents	50.00			X				178,175.	0.	30,104.
(23) Judith Leonard General Counsel	50.00			X				177,665.	0.	30,925.
(24) Sudeep Anand Treasurer	50.00				X			215,696.	0.	60,801.
(25) Nancy Bechtol Director - Facilities	50.00				X			247,250.	0.	20,539.
(26) Gregory Bokman CFO - Smithsonian Enterprises	50.00				X			257,741.	0.	46,672.
1b Sub-total ▶								2,120,652.	0.	307,626.
c Total from continuation sheets to Part VII, Section A ▶								6,469,466.	0.	992,626.
d Total (add lines 1b and 1c) ▶								8,590,118.	0.	1,300,252.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 1,307

		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 or individual 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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Clark/Smoot/Russell, A Joint Venture 7500 Old Georgetown Rd., Bethesda, MD 20814	Construction	26,813,890.
Grunley Construction Company 888 17th Street NW, Washington, DC 20006	Construction	20,871,747.
Freelon Group, 5310 S Alston Ave. #300, Durham, NC 27713-4381	Construction	20,218,532.
Forrester Construction Company, 12231 Parklawn Dr., Rockville, MD 20852-1792	Construction	19,088,081.
Hensel Phelps Construction Company, 4437 Brookefield Corp. Dr., Chantilly, VA 20151	Construction	13,326,691.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 501

See Part VII, Section A Continuation sheets

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(27) Claudine Brown Asst Sec - Education and Access	50.00				X			240,317.	0.	45,807.
(28) Deron Burba Chief Information Officer	50.00				X			196,256.	0.	38,756.
(29) Amy Chen Chief Investment Officer	50.00				X			376,664.	0.	111,945.
(30) Virginia Clark Director - Advancement & Giving	50.00				X			326,841.	0.	53,774.
(31) Bruce Dauer Acting Dep U/S for Fin & Adm	50.00				X			254,222.	0.	42,805.
(32) James Douglas Dir - Office of Human Resources	50.00				X			215,838.	0.	34,064.
(33) Kenneth Johnson Acting Director - OPMB	50.00				X			173,236.	0.	8,237.
(34) Richard Kurin Under Sec - History, Art & Culture	50.00				X			293,033.	0.	56,503.
(35) Christopher Liedel(4/6/12-pres) President - Smithsonian Enterprises	50.00				X			290,025.	0.	52,802.
(36) Evelyn Lieberman Director - Comm & External Affairs	50.00				X			249,852.	0.	36,468.
(37) Era Marshall Dir-Equal Emplymt & Minority Affairs	50.00				X			163,415.	0.	14,644.
(38) Thomas Ott (10/1/11-4/5/12) President - Smithsonian Enterprises	50.00				X			398,347.	0.	49,566.
(39) Mary Payne Director - Office of Govt Relations	50.00				X			225,160.	0.	38,767.
(40) Eva Pell Under Secretary - Science	50.00				X			318,948.	0.	40,164.
(41) Andrew Zino Comptroller	50.00				X			162,595.	0.	24,161.
(42) Michael Caruso Editor in Chief-Smithsonian Magazine	50.00					X		285,282.	0.	52,489.
(43) Alan Chu SVP Media Group-Smithsonian Enterpri	50.00					X		284,745.	0.	45,765.
(44) John Dailey Director - NASM	50.00					X		295,178.	0.	37,160.
(45) Richard Koshalek(10/12-6/29/13) Director - HMSG	50.00					X		316,037.	0.	52,734.
(46) Carol LeBlanc SVP - Smithsonian Enterprises	50.00					X		305,099.	0.	40,348.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(47) Charles R. Alcock Former Acting Under Sec - Science	50.00						X	151,239.	0.	20,367.
(48) Alison McNally Former Under Secretary-Finance	50.00						X	187,248.	0.	6,574.
(49) Scott Miller Former Acting Under Sec-Science	50.00						X	165,760.	0.	25,408.
(50) Michael Pickett Former Acting Inspector General	50.00						X	129,464.	0.	8,954.
(51) Christian Samper Former Acting Secretary	0.00						X	197,886.	0.	39,477.
(52) Ira Rubinoff Former Acting Under Sec - Science	50.00						X	102,209.	0.	7,837.
(53) Marsha Shaines Former Acting General Counsel	50.00						X	164,570.	0.	7,050.
Total to Part VII, Section A, line 1c								6,469,466.		992,626.

Part VIII Statement of Revenue

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

					(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a	58,719.				
	b	Membership dues	1b	14,950,998.				
	c	Fundraising events	1c	3,425,948.				
	d	Related organizations	1d	51,448.				
	e	Government grants (contributions)	1e	923,199,454.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	178,844,202.				
	g	Noncash contributions included in lines 1a-1f: $		11,617,639.				
	h	**Total.** Add lines 1a-1f ▶			1,120,530,769.			
Program Service Revenue			Business Code					
	2 a	Visitors/Members/Emplo	900099		40,516,333.	22,684,375.		17,831,958.
	b	Subscriptions-magazine	511120		36,836,203.	36,836,203.		
	c	Theater Income	711110		9,357,308.	8,488,363.	868,945.	
	d	Tours/Classes	900099		8,861,710.	8,849,558.	12,152.	
	e	Traveling Exhibitions	900099		2,268,959.	2,268,959.		
	f	All other program service revenue	900099		100,000.		100,000.	
	g	**Total.** Add lines 2a-2f ▶			97,940,513.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			9,504,224.			9,504,224.
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶			11,117,852.			11,117,852.
			(i) Real	(ii) Personal				
	6 a	Gross rents						
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) ▶						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities 747,173,600.	(ii) Other 4,461,412.				
	b	Less: cost or other basis and sales expenses	668,628,096.	0.				
	c	Gain or (loss)	78,545,504.	4,461,412.				
	d	Net gain or (loss) ▶			83,006,916.	4,461,412.		78,545,504.
	8 a	Gross income from fundraising events (not including $ 3,425,948. of contributions reported on line 1c). See Part IV, line 18	a	648,573.				
	b	Less: direct expenses	b	1,413,242.				
	c	Net income or (loss) from fundraising events ▶			-764,669.			-764,669.
	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	59,981,136.				
	b	Less: cost of goods sold	b	23,306,854.				
	c	Net income or (loss) from sales of inventory ▶			36,674,282.	34,423,275.	2,251,007.	
		Miscellaneous Revenue	Business Code					
	11 a	Magazine/Website Adver	541800		13,577,144.		13,577,144.	
	b							
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a-11d ▶			13,577,144.			
	12	**Total revenue.** See instructions. ▶			1,371,587,031.	118,012,145.	16,809,248.	116,234,869.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	219,123.	219,123.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	11,272,307.	11,272,307.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	5,083,019.	5,083,019.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	6,882,559.	2,106,360.	4,377,082.	399,117.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	3,358,720.	2,972,799.	385,921.	
7 Other salaries and wages	459,778,895.	338,656,809.	104,085,557.	17,036,529.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	60,488,979.	42,898,156.	15,280,432.	2,310,391.
9 Other employee benefits	43,867,772.	36,057,415.	6,289,094.	1,521,263.
10 Payroll taxes	31,618,627.	23,128,182.	7,264,560.	1,225,885.
11 Fees for services (non-employees):				
a Management				
b Legal	557,344.	244,763.	267,086.	45,495.
c Accounting	898,339.		898,339.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	7,065,864.			7,065,864.
f Investment management fees	1,988,099.		1,988,099.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	92,978,521.	73,160,065.	15,865,693.	3,952,763.
12 Advertising and promotion	4,647,736.	4,137,171.	239,583.	270,982.
13 Office expenses	50,759,390.	39,878,255.	7,692,583.	3,188,552.
14 Information technology	36,840,599.	7,741,931.	29,193,025.	-94,357.
15 Royalties	372,751.	372,751.		
16 Occupancy	111,998,102.	94,016,883.	16,769,040.	1,212,179.
17 Travel	13,764,876.	11,240,999.	1,458,422.	1,065,455.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	3,981,081.	2,535,138.	1,274,541.	171,402.
20 Interest	1,117,442.	1,117,442.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	121,494,090.	104,549,776.	16,708,976.	235,338.
23 Insurance	1,050,554.	520,027.	530,427.	100.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Periodical Prod Costs	41,910,234.	41,533,232.	-43,464.	420,466.
b Research/Subcontracts	33,944,951.	33,944,951.		
c Collections & Equipmnt	14,389,891.	11,059,811.	3,279,932.	50,148.
d OH Cost Recovery Grants	0.	24,155,890.	-24,155,890.	
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	1,162,329,865.	912,603,255.	209,649,038.	40,077,572.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ [X] if following SOP 98-2 (ASC 958-720)	11,086,796.	6,716,802.	0.	4,369,994.

Part X Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		530,237,258.	1	498,183,220.
	2	Savings and temporary cash investments		19,231,139.	2	56,691,155.
	3	Pledges and grants receivable, net		216,836,635.	3	256,777,273.
	4	Accounts receivable, net		52,296,083.	4	41,497,121.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		9,255,964.	8	10,218,715.
	9	Prepaid expenses and deferred charges		11,286,159.	9	11,993,467.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 3,532,756,070.			
	b	Less: accumulated depreciation	10b 1,646,510,393.	1,789,043,339.	10c	1,886,245,677.
	11	Investments - publicly traded securities		339,139,972.	11	332,008,630.
	12	Investments - other securities. See Part IV, line 11		808,510,166.	12	926,210,038.
	13	Investments - program-related. See Part IV, line 11		11,041,159.	13	15,692,679.
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		8,731,655.	15	10,790,104.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		3,795,609,529.	16	4,046,308,079.
Liabilities	17	Accounts payable and accrued expenses		275,824,850.	17	287,731,437.
	18	Grants payable			18	
	19	Deferred revenue		372,842,002.	19	341,886,107.
	20	Tax-exempt bond liabilities		107,824,069.	20	106,297,914.
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		0.	25	69,150,000.
	26	**Total liabilities.** Add lines 17 through 25		756,490,921.	26	805,065,458.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		2,096,101,402.	27	2,164,167,948.
	28	Temporarily restricted net assets		585,179,809.	28	683,991,907.
	29	Permanently restricted net assets		357,837,397.	29	393,082,766.
		Organizations that do not follow SFAS 117 (ASC 958), 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		3,039,118,608.	33	3,241,242,621.
	34	Total liabilities and net assets/fund balances		3,795,609,529.	34	4,046,308,079.

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12-10-12

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,371,587,031.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,162,329,865.
3	Revenue less expenses. Subtract line 2 from line 1	3	209,257,166.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,039,118,608.
5	Net unrealized gains (losses) on investments	5	54,970,569.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-62,103,722.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,241,242,621.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] 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
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	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
2012
Open to Public Inspection

Name of the organization: Smithsonian Institution
Employer identification number: 53-0206027

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

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated

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

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

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

		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	No	**(v)** Did you notify the organization in col. **(i)** of your support? Yes	No	**(vi)** Is the organization in col. **(i)** organized in the U.S.? Yes	No	**(vii)** Amount of monetary support
Total									

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

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	987,555,559.	1032198872.	1040181349.	1126869412.	1120530769.	5307335961.
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	987,555,559.	1032198872.	1040181349.	1126869412.	1120530769.	5307335961.
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.						5307335961.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	987,555,559.	1032198872.	1040181349.	1126869412.	1120530769.	5307335961.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	13,821,761.	11,201,417.	17,547,653.	17,395,111.	20,622,076.	80,588,018.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	910,609.					910,609.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						5388834588.

12 Gross receipts from related activities, etc. (see instructions) 12 773,909,223.

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 2012 (line 6, column (f) divided by line 11, column (f)) 14 98.49 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 15 98.36 %

16a **33 1/3% support test - 2012.** 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 - 2011.** 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 - 2012.** 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 - 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2012.** 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 - 2011.** 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, Form 990-EZ, or Form 990-PF.**	OMB No. 1545-0047 **2012**

Name of the organization	**Employer identification number**
Smithsonian Institution	53-0206027

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, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

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

Name of organization	Employer identification number
Smithsonian Institution	53-0206027

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		$ 30,060,959.	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.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Smithsonian Institution	53-0206027

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

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

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

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

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

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

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

Name of organization	Employer identification number
Smithsonian Institution	53-0206027

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

2012

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

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

Name of organization	Employer identification number
Smithsonian Institution	53-0206027

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ $ 0.

3 Volunteer hours

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

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ 0.

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ 0.

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV.

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ $

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	**(a)** Filing organization's totals	**(b)** Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		

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.

	(a)	(b)
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a. If zero or less, enter -0-		
i Subtract line 1f from line 1c. If zero or less, enter -0-		

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ 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)** 2009	**(b)** 2010	**(c)** 2011	**(d)** 2012	**(e)** Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
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)).**

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(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?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		700.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			700.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
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 carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."**

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; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

Part II-B, Line 1, Lobbying Activities:

The Smithsonian Institution requested support for capital improvements and educational programs for the Cooper-Hewitt National Design Museum in New York City from NYC and the State of New York. Smithsonian staff met with public officials on one occasion, and the value of staff time and direct expenses spent in connection with this meeting was $700.

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
Smithsonian Institution	53-0206027

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 education)
☐ 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, and not on a historic structure listed in the National Register	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 XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) 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 [X] Public exhibition
b [X] Scholarly research
c [X] Preservation for future generations
d [X] Loan or exchange programs
e [ ] Other

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

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

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

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

b If "Yes," explain the arrangement in Part XIII 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 XIII. Check here if the explanation has been provided in Part XIII [ ]

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,074,356,857.	971,279,043.	990,868,000.	883,509,000.	906,268,000.
b Contributions	34,861,990.	34,505,912.	23,507,002.	56,665,000.	26,942,000.
c Net investment earnings, gains, and losses	139,875,394.	121,707,182.	6,268,193.	101,203,000.	-405,000.
d Grants or scholarships					
e Other expenditures for facilities and programs	55,408,994.	51,207,144.	47,426,653.	49,782,000.	48,536,000.
f Administrative expenses	2,590,934.	1,928,136.	1,937,499.	727,000.	760,000.
g End of year balance	1,191,094,313.	1,074,356,857.	971,279,043.	990,868,000.	883,509,000.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ 49.60 %
b Permanent endowment ▶ 28.10 %
c Temporarily restricted endowment ▶ 22.30 %
The percentages in lines 2a, 2b, and 2c should equal 100%.

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		12,582,149.		12,582,149.
b Buildings		2,609,511,104.	1,379,543,725.	1,229,967,379.
c Leasehold improvements		118,560,449.	51,184,645.	67,375,804.
d Equipment		293,924,723.	215,782,023.	78,142,700.
e Other		498,177,645.		498,177,645.

Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶ 1,886,245,677.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Global & emerging markets	344,675,393.	End-of-Year Market Value
(B) Hedge funds	342,885,567.	End-of-Year Market Value
(C) Private equity & venture capital	129,574,337.	End-of-Year Market Value
(D) Natural Resources and Real Estate	109,074,741.	End-of-Year Market Value
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	926,210,038.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (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
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Environmental remediation obligation (FASB) ASC	
(3) 410-20	69,150,000.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	69,150,000.

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

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

1	Total revenue, gains, and other support per audited financial statements			1	1,498,193,703.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	54,970,569.		
b	Donated services and use of facilities	2b	12,173,790.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	36,730,315.		
e	Add lines **2a** through **2d**			2e	103,874,674.
3	Subtract line **2e** from line **1**			3	1,394,319,029.
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	1,988,098.		
b	Other (Describe in Part XIII.)	4b	-24,720,096.		
c	Add lines **4a** and **4b**			4c	-22,731,998.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	1,371,587,031.

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

1	Total expenses and losses per audited financial statements			1	1,296,069,690.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	12,173,790.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d	123,554,133.		
e	Add lines **2a** through **2d**			2e	135,727,923.
3	Subtract line **2e** from line **1**			3	1,160,341,767.
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	1,988,098.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	1,988,098.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	1,162,329,865.

Part XIII 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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part III, line 1a: In conformity with the practice generally followed by museums, no value is assigned to the collections in the statement of financial position. Purchases of collection items are recognized as reductions in unrestricted net assets in the period of acquisition. Proceeds from deaccessions or insurance recoveries for lost or destroyed collection items are recognized as increases in the approriate net asset class and are generally designated for future collection acquisitions.

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Part XIII **Supplemental Information** *(continued)*

Part III, line 4: The acquisition, preservation, management, and study of collections are fundamental to the Smithsonian's mission to increase and diffuse knowledge and have been the foundation upon which its reputation rests. Smithsonian collections are a national and global resource accessed each year by millions of visitors and researchers who use traditional methods and cutting-edge technologies to explore subjects from aeronautics to zoology. Through its collections, the Smithsonian presents the astonishing record of American and international artistic, historical, cultural, and scientific achievement, with a scope and depth no other institution in the world can match.

Assembled over more than 160 years, the collections are central to the core activities and to the vitality and significance of the Smithsonian.

Smithsonian collections contribute to population recovery of endangered species, advances in reproductive biology, genome resource banking, medical research, forensic analysis, bio-security, and conservation policy worldwide.

Part V, line 4: The Endowment includes approximately 500 individual endowment funds. The Endowment provides stable financial support for scholarship, research activities, other programs, acquisitions for collections and other Institutional activities. It plays a critical role in enabling the Institution to achieve its mission - "the increase and diffusion of knowledge". The Endowment includes both Donor-restricted endowment funds and funds designated by the Board of Regents to function as endowments and are consistent with the Institution's mission.

Classification and reporting of net assets associated with the Endowment reflect Donor-imposed restrictions.

Part XIII Supplemental Information *(continued)*

Part X, Line 2: The Smithsonian recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. The Smithsonian does not believe its financial statements include any uncertain tax positions.

Part XI, Line 2d - Other Adjustments:

Deferred gain on building	3,908,586.
Change in FONZ net assets	2,186,172.
Change in minority interest - SI Networks	2,951,520.
Imputed Benefit Revenue	29,684,037.
Refund of contribution	-2,000,000.
Total to Schedule D, Part XI, Line 2d	36,730,315.

Part XI, Line 4b - Other Adjustments:

Direct expenses - fundraising	-1,413,242.
Direct expenses - cost of goods sold	-23,306,854.
Total to Schedule D, Part XI, Line 4b	-24,720,096.

Part XII, Line 2d - Other Adjustments:

Direct expenses - fundraising	1,413,242.
Direct expenses - cost of goods sold	23,306,854.
Imputed benefit costs	29,684,037.
Environmental remediation obligation FASB ASC 410-20	69,150,000.
Total to Schedule D, Part XII, Line 2d	123,554,133.

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

2012

Open to Public Inspection

Name of the organization: Smithsonian Institution

Employer identification number: 53-0206027

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

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

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

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

(a) Region	**(b)** Number of offices in the region	**(c)** Number of employees, agents, and independent contractors in region	**(d)** Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	**(e)** If activity listed in (d) is a program service, describe specific type of service(s) in region	**(f)** Total expenditures for and investments in region
Central America and the Caribbean	0	0	Academic appointment stipends to recipients located in the region		1,290,815.
Central America and the Caribbean	7	577	Program services	Research facilities research & conferences	24,457,099.
East Asia & Pacific	0	0	Academic appointment stipends to recipients located in the region		774,920.
Europe	0	0	Academic appointment stipends to recipients located in the region		2,086,326.
Middle East & North Africa	0	0	Academic appointment stipends to recipients located in the region		108,285.
North America	0	0	Academic appointment stipends to recipients located in the region		182,540.
Russia & Newly Independent States	0	0	Academic appointment stipends to recipients located in the region		140,544.
South America	0	0	Academic appointment stipends to recipients located in the region		401,173.
3 a Sub-total	7	577			29,441,702.
b Total from continuation sheets to Part I	0	0			664,266,263.
c Totals (add lines 3a and 3b)	7	577			693,707,965.

Part I **Continuation of Activities per Region.** (Schedule F (Form 990), Part I, line 3)

(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
South Asia	0	0	Academic appointment stipends to recipients located in the region		84,652.
Sub-Saharan Africa	0	0	Academic appointment stipends to recipients located in the region		13,764.
Europe	0	0	Program Services	Research/conferences	1,525,771.
Sub-Saharan Africa	0	0	Program Services	Research/conferences	526,128.
South America	0	0	Program Services	Research/conferences	618,026.
East Asia & Pacific	0	0	Program Services	Research/conferences	1,196,811.
Middle East & North Africa	0	0	Program Services	Research/conferences	89,576.
North America	0	0	Program Services	Research/conferences	385,811.
Russia & Newly Independent States	0	0	Program Services	Research/conferences	71,590.
South Asia	0	0	Program Services	Research/conferences	88,160.
Totals					

Part I **Continuation of Activities per Region.** (Schedule F (Form 990), Part I, line 3)

(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	0	Investments		547,360,291.
Europe (Including Iceland & Greenland)	0	0	Investments		107,631,306.
North America	0	0	Investments		1,106,890.
Sub-Saharan Africa	0	0	Investments		3,567,487.
Totals ▶					664,266,263.

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. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		North America	Academic appointment stipend	919.	EFT	0.		
		South Asia	Academic appointment stipend	15,000.	EFT	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 ▶ 2

3 Enter total number of other organizations or entities ▶ 0

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Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
Academic Appointment Stipends	Central America and the Caribbean	148	1,290,815.	Direct Deposits & Checks	0.		
Academic Appointment Stipends	East Asia and the Pacific	42	774,920.	Direct Deposits & Checks	0.		
Academic Appointment Stipends	Europe	106	2,086,326.	Direct Deposits & Checks	0.		
Academic Appointment Stipends	Middle East and North Africa	5	108,285.	Direct Deposits & Checks	0.		
Academic Appointment Stipends	North America	20	181,621.	Direct Deposits & Checks	0.		
Academic Appointment Stipends	Russia and the Newly Independent States	7	140,544.	Direct Deposits & Checks	0.		
Academic Appointment Stipends	South America	40	401,173.	Direct Deposits & Checks	0.		
Academic Appointment Stipends	South Asia	7	69,652.	Direct Deposits & Checks	0.		
Academic Appointment Stipends	Sub-Saharan Africa	5	13,764.	Direct Deposits & Checks	0.		

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ..... [X] Yes [ ] No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* ..... [X] Yes [ ] No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* ..... [X] Yes [ ] No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* ..... [X] Yes [ ] No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* ..... [X] Yes [ ] No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* ..... [X] Yes [ ] No

Part V **Supplemental Information**

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

Schedule F, Part I, Line 2: The Office of Fellowships has central management and administrative responsibility for the Smithsonian programs of research fellowships and other academic appointments for undergraduate, graduate students, postdoctoral and senior scholars. The Smithsonian Institution Fellowship Program is a competitive fellowship program for graduate and postdoctoral fellows, who apply to conduct research at the Institution with research staff serving as advisors. The review process is made up of disciplinary committees comprised of the Institution's staff who evaluate the candidates and then select the fellows. There are other competitive and non-competitive fellowship, visiting scholar and student appointees selected through the Smithsonian units that go through a variety of other selection processes before an award is made. An official letter /agreement is provided to each award recipient identifying the award title, dates of tenure, stipend allowances, and required responsibilities for holding this position. All recipients either will identify a financial institution for receipt of their monetary award or they will receive US Treasury checks. Depending on the tenure of the appointment, payments can range from one lump sum, biweekly payments or monthly payments. Most fellowship appointments are awarded for one to two years. On occasion, we have visiting scholars or fellows who are conducting research in another country. Payments are usually submitted as stated above, however, on occasion, there may be one or two who request that their payments be sent to the country of their research. At the end of tenure, a final report of their research accomplishments is provided for our records. Smithsonian research staff who serve as advisors to these fellows, students and scholars are usually in the field during their tenure. The eight Smithsonian research centers

Part V **Supplemental Information**

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

located in the United States and one located in Panama monitor the progress of their fellows especially those fellows in other countries, and the administrative management of funds is managed through the Institution's central administration for accountability.

Program services for research and conferences are for travel related expenditures. Only travel essential to the performance of official SI business, whether by SI employees, research associates, or invitational travelers (i.e., individuals who are not SI employees), and for which travel-related expenses are to be paid by the Smithsonian, can be approved, authorized, and reimbursed.

Investments in regions include investments in foreign partnerships and foreign corporations. The foreign region is determined by the country whose laws govern the investment entity. The value reported represents the fair market value of the investment at the end of the fiscal year.

Per From 990 instructions, stipends are reported on Schedule F if the person receiving the stipend is living or residing outside the United States at the time the stipend is paid or distributed. However, many of these stipend recipients later traveled to the Smithsonian in the United States to perform their research.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047
2012
Open To Public Inspection

Name of the organization: Smithsonian Institution
Employer identification number: 53-0206027

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a [X] Mail solicitations
- b [X] Internet and email solicitations
- c [X] Phone solicitations
- d [X] In-person solicitations
- e [X] Solicitation of non-government grants
- f [X] Solicitation of government grants
- g [X] Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? [X] Yes [ ] No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
Odell, Simms & Associates - 1593 Spring Hill Rd, Tysons	Direct Mail-Acquisition Program/Membership		X	0.	3,258,653.	-3,258,653.
Epsilon Data - 1300 N 17th St, Arlington, VA 22209	Direct Mail Advisory & Assistance		X	0.	939,645.	-939,645.
Marts & Lundy - 1200 Wall St W, Lyndhurst, NJ 07071-3680	Campaign Consultant		X	0.	661,268.	-661,268.
Avalon Consulting Group - 2030 M St, NW, Washington, DC	Telemarketing, Direct Mail, Online & Consulting		X	0.	605,044.	-605,044.
SCA Direct, Inc - 11200 Waples Mill Rd, Fairfax, VA	Consulting Services		X	0.	543,752.	-543,752.
M & R Strategic Services - 1901 L St NW , Washington, DC	Online Advisory		X	0.	207,731.	-207,731.
Donor Services Group - 11500 Olympic Blvd, Los Angeles, CA	Telemarketing Calling Services		X	0.	199,694.	-199,694.
Steege/Thomson Communications - 4606 Spruce St,	Campaign Communications		X	0.	173,179.	-173,179.
Community Counselling Service Co. - 461 5th Ave, New York,	Capital Campaign Management Services		X	0.	162,500.	-162,500.
Elizabeth Perry - 232 7th St NE, Washington, DC	Fundraising Consultant		X	0.	99,000.	-99,000.
Total ▶					6,850,466.	-6,850,466.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

See Part IV for continuations

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Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		Freer Sackler 25th Anniversary Gala (event type)	National Design Awards Gala (event type)	9 (total number)	
Revenue	1 Gross receipts	1,598,540.	1,003,045.	1,464,721.	4,066,306.
	2 Less: Contributions	1,474,901.	886,647.	1,064,310.	3,425,858.
	3 Gross income (line 1 minus line 2)	123,639.	116,398.	400,411.	640,448.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	10,062.		5,925.	15,987.
	7 Food and beverages	173,507.	100,000.	107,827.	381,334.
	8 Entertainment	972.	6,460.	8,595.	16,027.
	9 Other direct expenses	233,427.	104,590.	645,348.	983,365.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(1,396,713)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-756,265.

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: ____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: ____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: ____

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ______ and the amount of gaming revenue retained by the third party ▶ $ ______ .

c If "Yes," enter name and address of the third party:

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Schedule G, Part I, Line 2b, Column (v): As SI has multiple fundraisers, some who work on the same campaign, it is not possible to accurately report the exact amount of revenue associated with each fundraiser. None of the fundraisers had control of any contributions; all were paid under the terms of negotiated contracts.

Schedule G, Part I, Line 3: SI is a trust instrumentality of the U.S. and as such is exempt from state regulations pursuant to the Supremacy Clause of the U.S. Constitution. All states that have inquired about SI fundraising soliciation registration have acknowledged this exemption.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: Smithsonian Institution

Employer identification number: 53-0206027

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. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Cornell University 341 Pine Tree Road Ithaca, NY 14850	15-0532082	501(c)(3)	71,183.	0.			Academic Appointment Stipend
President and Fellows of Harvard College - 1033 Massachusetts Ave - Cambridge, MA 02138	04-2103580	501(c)(3)	62,822.	0.			Academic Appointment Stipend
Northwestern University 633 Clark Street Evanston, IL 60208	36-2167817	501(c)(3)	15,600.	0.			Academic Appointment Stipend
Regents of the University of Michigan - 3014 Fleming - Ann Arbor, MI 48109-1340	38-6006309	501(c)(3)	13,800.	0.			Academic Appointment Stipend
Regents of the University of Minnesota - 200 Oak Street SE - Minneapolis, MN 55455-2070	41-6007513	501(c)(3)	13,750.	0.			Academic Appointment Stipend
Pennsylvania State University 201 Old Main University Park, PA 16802	24-6000376	501(c)(3)	11,250.	0.			Academic Appointment Stipend

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 9.

3 Enter total number of other organizations listed in the line 1 table ▶ 0.

Part II **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
University of Maryland 2119 Main Administration Bldg College Park, MD 20742-5035	52-6002033	501(c)(3)	13,098.	0.			Academic Appointment Stipend
University of Miami PO Box 248106 Coral Gables, FL 33124-2912	59-0624458	501(c)(3)	2,020.	0.			Academic Appointment Stipend
University of Nebraska 1400 R Street Lincoln, NE 68588	47-0049123	501(c)(3)	15,600.	0.			Academic Appointment Stipend

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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. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
Academic Appointment Stipends	1004	11,272,307.	0.		

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

Schedule I, Part I, Line 2: The Office of Fellowships has central management and administrative responsibility for the Smithsonian programs of research fellowships and other academic appointments for undergraduate, graduate students, postdoctoral and senior scholars. The Smithsonian Institution Fellowship Program is a competitive fellowship program for graduate and postdoctoral fellows, who apply to conduct research at the Institution with research staff serving as advisors. The review process is made up of disciplinary committees comprised of the Institution's research staff who evaluate the candidates and then select the fellows. There are

Part IV Supplemental Information

other competitive and non-competitive fellowship, visiting scholar and student appointees selected through the Smithsonian units that go through a variety of other selections processes before an award is made. An official letter/agreement is provided to each award recipient identifying the award title, dates of tenure, stipend allowances, and required responsibilities for holding this position. All recipients either will identify a financial institution for receipt of their monetary award or they will receive US Treasury checks. Depending on the tenure of the appointment, payments may be made in a lump sum or in periodic payments. Most fellowship appointments are awarded for one to two years. At the end of tenure, a final report of their research accomplishments is provided for our records. Smithsonian research staff who serve as advisors to these fellows, students and scholars are usually in the field during their tenure. The individual Smithsonian research centers monitor the progress of their fellows, and the funds are managed through the Institution's central administration to ensure accountability. Similiar processes are followed for awards made to organizations whose academic staff perfoms the related research.

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
2012
Open to Public Inspection

Name of the organization: Smithsonian Institution
Employer identification number: 53-0206027

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. [X] First-class or charter travel [X] Travel for companions [ ] Tax indemnification and gross-up payments [ ] Discretionary spending account [ ] Housing allowance or residence for personal use [ ] Payments for business use of personal residence [ ] Health or social club dues or initiation fees [ ] 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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. [X] Compensation committee [X] Independent compensation consultant [ ] Form 990 of other organizations [ ] Written employment contract [X] Compensation survey or study [X] 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 Regulations 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 duplicate copies if additional space is needed.

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) G. Wayne Clough	(i)	502,579.	0.	8,652.	37,160.	2,922.	551,313.	0.
Secretary	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) Scott Dahl	(i)	168,952.	0.	0.	8,201.	19,858.	197,011.	0.
Inspector General	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) Albert Horvath	(i)	363,059.	0.	883.	37,160.	16,171.	417,273.	0.
Under Sec - Fin & Adm/CFO	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) John Lapiana	(i)	173,827.	4,000.	348.	24,451.	6,456.	209,082.	0.
Chief of Staff-Regents	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) Judith Leonard	(i)	176,628.	0.	1,037.	25,186.	6,553.	209,404.	0.
General Counsel	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) Sudeep Anand	(i)	213,028.	0.	2,668.	32,690.	29,034.	277,420.	0.
Treasurer	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) Nancy Bechtol	(i)	207,589.	39,500.	161.	11,286.	9,855.	268,391.	0.
Director - Facilities	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) Gregory Bokman	(i)	190,955.	66,516.	270.	28,601.	19,159.	305,501.	0.
CFO - Smithsonian Enterprises	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) Claudine Brown	(i)	238,763.	0.	1,554.	36,169.	10,610.	287,096.	0.
Asst Sec - Education and Access	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) Deron Burba	(i)	176,018.	20,000.	238.	25,413.	14,166.	235,835.	0.
Chief Information Officer	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) Amy Chen	(i)	249,026.	126,606.	1,032.	111,456.	1,473.	489,593.	49,606.
Chief Investment Officer	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) Virginia Clark	(i)	320,623.	4,000.	2,218.	37,160.	17,794.	381,795.	0.
Director - Advancement & Giving	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) Bruce Dauer	(i)	241,204.	10,000.	3,018.	36,624.	7,161.	298,007.	0.
Acting Dep U/S for Fin & Adm	(ii)	0.	0.	0.	0.	0.	0.	0.
(14) James Douglas	(i)	214,500.	0.	1,338.	31,633.	3,053.	250,524.	0.
Dir - Office of Human Resources	(ii)	0.	0.	0.	0.	0.	0.	0.
(15) Kenneth Johnson	(i)	164,736.	8,500.	0.	8,237.	328.	181,801.	0.
Acting Director - OPMB	(ii)	0.	0.	0.	0.	0.	0.	0.
(16) Richard Kurin	(i)	287,140.	4,000.	1,893.	42,110.	15,473.	350,616.	0.
Under Sec - History, Art & Culture	(ii)	0.	0.	0.	0.	0.	0.	0.

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(17) Christopher Liedel(4/6/12-pres)	(i)	290,025.	0.	0.	36,962.	17,057.	344,044.	0.
President - Smithsonian Enterprises	(ii)	0.	0.	0.	0.	0.	0.	0.
(18) Evelyn Lieberman	(i)	246,834.	0.	3,018.	36,468.	979.	287,299.	0.
Director - Comm & External Affairs	(ii)	0.	0.	0.	0.	0.	0.	0.
(19) Era Marshall	(i)	159,415.	4,000.	0.	0.	14,644.	178,059.	0.
Dir-Equal Emplymt & Minority Affairs	(ii)	0.	0.	0.	0.	0.	0.	0.
(20) Thomas Ott (10/1/11-4/5/12)	(i)	298,347.	100,000.	0.	36,995.	13,782.	449,124.	0.
President - Smithsonian Enterprises	(ii)	0.	0.	0.	0.	0.	0.	0.
(21) Mary Payne	(i)	224,241.	0.	919.	33,114.	6,584.	264,858.	0.
Director - Office of Govt Relations	(ii)	0.	0.	0.	0.	0.	0.	0.
(22) Eva Pell	(i)	316,809.	0.	2,139.	37,160.	4,159.	360,267.	0.
Under Secretary - Science	(ii)	0.	0.	0.	0.	0.	0.	0.
(23) Andrew Zino	(i)	157,595.	5,000.	0.	8,237.	16,252.	187,084.	0.
Comptroller	(ii)	0.	0.	0.	0.	0.	0.	0.
(24) Michael Caruso	(i)	285,282.	0.	0.	37,160.	16,539.	338,981.	0.
Editor in Chief-Smithsonian Magazine	(ii)	0.	0.	0.	0.	0.	0.	0.
(25) Alan Chu	(i)	200,936.	83,809.	0.	29,806.	17,056.	331,607.	0.
SVP Media Group-Smithsonian Enterpri	(ii)	0.	0.	0.	0.	0.	0.	0.
(26) John Dailey	(i)	279,443.	10,000.	5,735.	37,160.	1,063.	333,401.	0.
Director - NASM	(ii)	0.	0.	0.	0.	0.	0.	0.
(27) Richard Koshalek(10/12-6/29/13)	(i)	309,437.	0.	6,600.	37,160.	16,722.	369,919.	0.
Director - HMSG	(ii)	0.	0.	0.	0.	0.	0.	0.
(28) Carol LeBlanc	(i)	233,834.	71,265.	0.	34,610.	6,871.	346,580.	0.
SVP - Smithsonian Enterprises	(ii)	0.	0.	0.	0.	0.	0.	0.
(29) Charles R. Alcock	(i)	143,973.	6,514.	752.	19,186.	1,909.	172,334.	0.
Former Acting Under Sec - Science	(ii)	0.	0.	0.	0.	0.	0.	0.
(30) Alison McNally	(i)	187,248.	0.	0.	0.	6,574.	193,822.	0.
Former Under Secretary-Finance	(ii)	0.	0.	0.	0.	0.	0.	0.
(31) Scott Miller	(i)	158,328.	7,432.	0.	8,237.	17,171.	191,168.	0.
Former Acting Under Sec-Science	(ii)	0.	0.	0.	0.	0.	0.	0.
(32) Michael Pickett	(i)	127,746.	1,718.	0.	6,525.	2,689.	138,678.	0.
Former Acting Inspector General	(ii)	0.	0.	0.	0.	0.	0.	0.

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(33) Christian Samper	(i)	197,581.	0.	305.	29,294.	10,921.	238,101.	0.
Former Acting Secretary	(ii)	0.	0.	0.	0.	0.	0.	0.
(34) Ira Rubinoff	(i)	101,099.	0.	1,110.	7,837.	752.	110,798.	0.
Former Acting Under Sec - Science	(ii)	0.	0.	0.	0.	0.	0.	0.
(35) Marsha Shaines	(i)	161,070.	3,500.	0.	0.	7,378.	171,948.	0.
Former Acting General Counsel	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

Part I, Line 1a: First class travel:

Certain persons listed in Part VII, Section A were authorized for first class travel when the circumstances of their travel met the requirements of the Smithsonian's travel policy for such travel and first class travel was approved in each instance by that individual's designated "approving official" for travel. The Smithsonian's travel policy is guided by the Federal Travel Regulations as supplemented by the Smithsonian's Travel handbook.

Travel for companions:

Travel was authorized for the spouse of a person listed in Part VII, Section A when the circumstances of that travel met the requirements of the Smithsonian's policy for such travel. The Smithsonian's policy for payment of spousal or dependent family member travel permits such payment only in limited, exceptional cases, when there is a demonstrated bona fide business purpose for the travel and the travel furthers the mission of the Smithsonian, beyond mere attendance at an event or the performance of incidental services. Such travel is authorized only if approved by the Office of General Counsel and the Office of Under Secretary for Finance and

Part III Supplemental Information

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

Administration/Chief Financial Officer in advance of travel. In the calendar year 2012, one trip was approved for the wife of an officer, and one trip was approved for the wife of a highly compensated employee. Each trip was authorized consistent with policy. Because it was determined that there was a bona fide business purpose for each trip, the cost of the trips was not treated as taxable income.

Part I, Line 6: Certain employees of Smithsonian Enterprises (SE) are eligible to participate in the Smithsonian Enterprises Management Incentive Plan. This eligibility is determined on an annual basis. Even if eligible to participate, a performance review rating of "Fully Successful" must be received. The Plan includes both financial and individual (operational) goals, and these goals must be met in order to receive an incentive payment. There are different performance levels, with each successive level giving a higher incentive payment. In addition, the eligible person must be employed by the organization on the last day of the fiscal year in order to receive payment. Approvals for incentive payments are tiered; any payment to a senior executive is reviewed by the Secretary, with the Regents (either the Compensation Committee or the Full Board) approving

Part III Supplemental Information

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

incentive payments to any disqualified person, any direct report to the Secretary, and any executive with total cash above an annually determined threshold. The Regents have delegated to the Secretary the authority to approve other executive incentive payments. For non-executives, the President of SE approves those payments, except for payments above $10,000 which go to the Secretary for approval.

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 in Part VI.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: Smithsonian Institution
Employer identification number: 53-0206027

Part I Bond Issues

	(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	(i) Pooled financing Yes	(i) Pooled financing No
A	Fairfax County Economic Development Authority	54-0787833	30382EC75	12/03/03	77,545,000.	To construct a museum		X	X			X
B	District of Columbia	52-1834528	254839756	04/26/10	30,500,000.	Refunding of 1997 Bonds		X	X			X
C												
D												

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired		4,010,000.		
2	Amount of bonds legally defeased				
3	Total proceeds of issue	77,545,000.	33,825,749.		
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows		33,212,755.		
7	Issuance costs from proceeds	530,475.	592,621.		
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	77,014,525.			
11	Other spent proceeds				
12	Other unspent proceeds		20,373.		
13	Year of substantial completion	2003	2010		

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

Part III Private Business Use

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D 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		X				
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		X				

Part III Private Business Use *(Continued)*

	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X				
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
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 %		.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 %		.00 %		%		%	
6 Total of lines 4 and 5	.00 %		.00 %		%		%	
7 Does the bond issue meet the private security or payment test?		X		X				
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X				
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	%		%		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X					

Part IV Arbitrage

	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
1 Has the issuer filed Form 8038-T?		X		X				
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X		X				
b Exception to rebate?		X		X				
c No rebate due?		X		X				
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X			X				
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X				
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage *(Continued)*

	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		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?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X				
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X					

Part V Procedures To Undertake Corrective Action

	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X					

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

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.

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Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art	X	6,833		
2	Art - Historical treasures				
3	Art - Fractional interests	X	4		
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	212	6,674,229.	Fair Market Value
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	X	8,608		
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts	X	3,663		
23	Scientific specimens	X	108,750		
24	Archeological artifacts	X	2,135		
25	Other ▶ (Equipment)	X	5	3,984,613.	Fair Market Value
26	Other ▶ (Goods)	X	67	958,797.	Fair Market Value
27	Other ▶ (Arch cubic ft)	X	901	0.	
28	Other ▶ (Archival misc)	X	588	0.	

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 67

			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 an amount 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, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Schedule M, Line 32b: Although the Smithsonian acquires collections with good faith intention of retaining them for an indefinite period of time, prudent collections management includes judicious consideration of appropriate deaccessioning and disposal to refine and improve the quality and relevance of the collections with respect to the Smithsonian's mission and purpose. When objects are deaccessioned for disposal by sale, the Smithsonian contracts with commercial galleries or auction houses to sell the objects in order to assure the best return from the sale.

Schedule M, Line 33: In accordance with professional practice, as allowed by SFAS 116, the Smithsonian does not assign value to collection items acquired by donation.

Supplemental Information to Form 990 or 990-EZ

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

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Form 990, Part III, Line 4a, Program Service Accomplishments:

Research and Collections - The Smithsonian collection of nearly 137 million objects (art, artifacts and scientific specimens) are the heart of the Institution. Research, public programs and the exhibitions are based on the collections. Care of collections involves the work of registrars, conservators, museum specialists, designers, curators and editors. About 126 million objects and specimens are part of the natural history collections and primarily used for research purposes by both Smithsonian scientists and researchers from around the world. In some cases, the museum has the definitive, irreplaceable collection of a certain species which is essential for comparative studies.

On August 15, the Smithsonian's National Museum of Natural History announced the discovery of a new species of mammal: the olinguito. The animal, native to the Andes Mountains, is the first carnivore discovery on the continent in 35 years. In an effort to preserve and protect endangered species, the Smithsonian Conservation Biology Institute in Front Royal, Va., announced the birth of several endangered animals, including a kiwi chick, a white-naped crane chick, clouded leopard cubs, maned wolf pups and a Przewalski's Horse that was the first to be born via artificial insemination.

As part of the Secretary's work to digitize the collection, the Smithsonian began 3D scanning objects that will be available to classrooms around the world. These objects can be studied on the

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computer screen from all angles and manipulated to see up-close details. The artifacts are also available for 3D printing.

Form 990, Part III, Line 4b, Program Service Accomplishments:

Education, Public Programs and Exhibitions - The Smithsonian opened more than 90 new exhibitions this year and sent traveling shows around the country. Among the significant exhibitions were: the National Air and Space Museum's "Time and Navigation: The Untold Story of Getting from Here to There," a study of the relationship between keeping accurate time and arriving at the correct destination. "Genome: Unlocking Life's Code" opened at the National Museum of Natural History in June. The exhibit explores the future of genomics and explains how DNA makes everyone unique.

The National Postal Museum opened the William H. Gross Stamp Gallery in September with the only set of four original Inverted Jenny stamps, the only envelope to be postmarked on the Moon and tens of thousands of stamps in an interactive display. To commemorate the occasion, the U.S. Postal Service reissued the Inverted Jenny and offered day-of-issue cancellations for philatelists and visitors.

To commemorate the 150th anniversary of the Emancipation Proclamation and the 50th anniversary of the March on Washington, the National Museum of African American History and Culture opened "Changing America: The Emancipation Proclamation, 1863, and the March on Washington, 1963" at the National Museum of American History. Featured artifacts include the silk top hat President Lincoln was wearing on the night of his assassination, shards of glass from the 16th Street

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Baptist Church bombing, and Harriet Tubman's lace handkerchief and collar.

Form 990, Part III, Line 4c, Program Service Accomplishments:

Membership - The National Associate program is our largest and most basic membership program. The program provides members with "Smithsonian" magazine which is published 11 times a year. "Smithsonian" magazine provides in-depth coverage of history, science, nature, the arts, and world cultures. Smithsonian magazine hosts the annual Ingenuity Awards every fall. The ceremony honors the best and the brightest innovators who are electrifying the world. Events sponsored by National Associates vary from year to year, but recently included Museum Day, during which 1500 museums offer free admission.

Friends of Smithsonian is a higher level membership program for people interested in a deeper philanthropic connection to Smithsonian. Friends receive "Smithsonian" magazine, plus they are invited to various events and are given the opportunity to learn about and support through donations the Institution's exhibits and research.

The Smithsonian Associates provides educational and cultural programs that highlight and complement the work of the Smithsonian Institution through a variety of formats including performances, lectures, courses, workshops and special events.

The Smithsonian Associates has become the nation's largest museum-based continuing education program, offering nearly 750 educational and

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cultural events. In FY 2013, The Smithsonian Associates hosted Supreme Court Justice Antonin Scalia, Mad Men costume designer Janie Bryant and Emerson String Quartet's final performance with cellist David Finckel. The Smi also hosted a panel discussion on DC journalism with representatives from the Washington Post, NPR, the New York Times, the Chicago Tribune and Fox News.

Form 990, Part VI, Section A, line 2: Steve Case and Patricia Stonesifer who are members of the Board serve as directors in the same business entity.

Form 990, Part VI, Section A, line 7a: Pursuant to federal statute, the Board of Regents consists of the Vice President of the United States, the Chief Justice of the United States, three members of the U.S. Senate, three members of the U.S. House of Representatives, and nine additional citizen Regents. The three Senators are appointed by the President Pro Tempore of the U.S. Senate, and the three members of the House of Representatives are appointed by the Speaker of the House of Representatives. Their appointment terms coincide with the terms for which they are elected, and they may be reappointed if re-elected. The citizen Regents are nominated by the Board of Regents, and appointed by a Joint Resolution of Congress which is signed by the President of the United States.

Form 990, Part VI, Section B, line 11: The Form 990 return is prepared by staff in the Office of Finance & Accounting (OF&A). It is then reviewed by the Director of OF&A, General Counsel, Chief Financial Officer, an adviser to the Board of Regent's Audit & Review Committee and the Secretary of the Smithsonian, as well as by external tax advisors. After this review

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process, the 990 is made available to the full Board for its review and comment. The Audit & Review Committee conducts a final review of the return at a regularly scheduled Committee meeting prior to its filing.

Form 990, Part VI, Section B, Line 12c: All officers, key employees, and certain other employees are required to complete and file annually a Confidential Financial Disclosure Report. These Reports--which require disclosure of certain assets, earned income, liabilities, outside positions, outside contracts and agreements, gifts, hospitality, reimbursements, and other interests related to the employee's Smithsonian position--are reviewed by the Institution's Office of General Counsel for compliance with applicable conflict of interest policies and laws. In addition to this required reporting, all key employees are required to comply with the Institution's Standards of Conduct, which, among other things, requires that employees not engage in private or personal activities that might conflict or appear to conflict with Smithsonian interests, requires that employees obtain Office of General Counsel approval before engaging in a related outside activity for compensation, and requires employees to consult with the Office of General Counsel whenever a doubt exists as to whether an activity or planned activity violates the Standards. All members of the Smithsonian's governing body are required to complete and file annually the Board of Regents Annual Disclosure Statement. These statements - which require reporting by members of outside positions and substantial shareholding in for-profit business entities, outside positions in non-profit entities, and interests and affiliations of the member or the member's immediate family that have or sought to have a relationship to the Smithsonian-are reviewed by the Institution's General Counsel for compliance with applicable conflict of

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interest policies and laws. In addition to this required reporting, all members of the Smithsonian's governing body are required to comply with the Board of Regents Ethics Guidelines, which, among other things, define conflicts of interest and establish procedures for disclosing and reporting of conflicts and recusal from decision-making.

Form 990, Part VI, Section B, Line 15: The Smithsonian ensures that compensation paid to officers and other key employees is reasonable and comparable to similar organizations. Employees of the Smithsonian may be paid with federally appropriated funds or with nonfederal ("Trust") funds.

Most Trust funded (nonfederal) officer and key employee positions are subject to market-based compensation, and the Board of Regent's Committee on Compensation and Human Resources engages an independent consultant to develop and assemble comparability data for its consideration and to inform it decisions. The Committee's annual deliberations and decisions are documented as part of the final recommendation materials submitted to the Board of Regents.

Salaries for Federal employees are determined by statutorily established pay ranges for civil service employees. As a matter of policy, the Smithsonian has established similar ranges for certain Trust funded officer and key employee positions and maintains those ranges in proportion to the appropriate Federal pay ranges.

Form 990, Part VI, Section C, Line 19:

The Smithsonian makes these documents available on its public website (www.si.edu). The documents can also be viewed at the Office of Finance &

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Accounting or mailed.

Form 990, Part XI, line 9, Changes in Net Assets:

Change in FONZ net assets	2,186,172.
Deferred gain on building	3,908,586.
Change in minority interest-SI Network	2,951,520.
Refund of contribution	-2,000,000.
Environmental remediation obligation FASB ASC 410-20	-69,150,000.
Total to Form 990, Part XI, Line 9	-62,103,722.

Form 990, Page 1, Line K

Type of organization (other)

The Smithsonian Institution is a trust instrumentality of the U.S., created by Congress; organized pursuant to 20 U.S.C. sec. 41 et seq.

Form 990, Page 1, Line M

As a trust instrumentality of the United States, the Smithsonian Institution is a federal entity that is not domiciled in any state.

Form 990, Part VII and Schedule J-2

The following are abbreviations found in the body of this return:

AIB - Arts and Industry Building

FONZ - Friends of the National Zoo

HMSG - Hirshhorn Museum and Sculpture Garden

NASM - National Air and Space Museum

NMAAHC - National Museum of African American History and Culture

NMAH - National Museum of American History

NMNH - National Museum of Natural History

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NZP - National Zoological Park

OPMB - Office of Planning, Management and Budget

SERC - Smithsonian Environmental Research Center

SI - Smithsonian Institution

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.**

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

(a) Name, address, and EIN (if applicable) 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

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	(g) Section 512(b)(13) controlled entity? Yes	No
Clay Fellowships Charitable Trust - 04-3560268, 10 Memorial Boulevard, Providence, RI 02903	Support of Smithsonian Astrophysical Observatory	Massachusetts	501(c)(3)	Line 11d, III-O	N/A		X
Smithsonian UK Charitable Trust c/o Withers LLP, 16 Old Bailey London, UNITED KINGDOM EC4M 7EG	Advance the work of the Smithsonian Institution worldwide	UNITED KINGDOM	501(c)(3)	Line 7	Smithsonian Institution	X	

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	(k) Percentage ownership

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	(i) Section 512(b)(13) controlled entity? Yes	(i) No
Charitable Remainder Trusts (3) 1000 Jefferson Drive, S.W. Washington, DC 20560	Charitable Remainder Trust	DC	N/A	TRUST					X
Charitable Remainder Trusts (2) 1000 Jefferson Drive, S.W. Washington, DC 20560	Charitable Remainder Trust	MA	N/A	TRUST					X
Charitable Remainder Trusts (1) 1000 Jefferson Drive, S.W. Washington, DC 20560	Charitable Remainder Trust	MI	N/A	TRUST					X
Charitable Remainder Trusts (6) 1000 Jefferson Drive, S.W. Washington, DC 20560	Charitable Remainder Trust	NY	N/A	TRUST					X
Charitable Remainder Trusts (4) 1000 Jefferson Drive, S.W. Washington, DC 20560	Charitable Remainder Trust	VA	N/A	TRUST					X

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	(i) Section 512(b)(13) controlled entity? Yes	No
Charitable Lead Trust (1) 1000 Jefferson Drive, S.W. Washington, DC 20560	Charitable Lead Trust	VA	N/A	TRUST					X

Part V **Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, 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 related organization(s)	1b		X
c Gift, grant, or capital contribution from related organization(s)	1c	X	
d Loans or loan guarantees to or for related organization(s)	1d		X
e Loans or loan guarantees by related organization(s)	1e		X
f Dividends from related organization(s)	1f		X
g Sale of assets to related organization(s)	1g		X
h Purchase of assets from related organization(s)	1h		X
i Exchange of assets with related organization(s)	1i		X
j Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o Sharing of paid employees with related organization(s)	1o		X
p Reimbursement paid to related organization(s) for expenses	1p		X
q Reimbursement paid by related organization(s) for expenses	1q		X
r Other transfer of cash or property to related organization(s)	1r		X
s Other transfer of cash or property from related organization(s)	1s		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	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	Charitable Lead Trust	C	228,314.	Cash
(2)	Smithsonian UK Charitable Trust	C	51,448.	Cash
(3)				
(4)				
(5)				
(6)				

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) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor-tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

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12-10-12

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).