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Return of Organization Exempt From Income Tax

OMB No 1545-0047 **2010**

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

Department of the Treasury Internal Revenue Service

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

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	Орє	n te	οP	ublic	į
	In	spe	ctio	on	
3:	1,20	11			

A F	or the	2010 calendar year, or tax year beginning 04/01, 2010), and ending	03	/31,20 11
_		C Name of organization		D Employer identific	cation number
Вс	neck if app	IN-Q-TEL, INC.		52-2149962	2
Г	Addres			7	
	7 1	change Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number	
	Initial r	PO BOX 749		(703) 248-3	000
	Termir	Other steam state or equate, and ZID L 4			
\vdash	Amend			G Gross receipts \$	62,518,425.
	return Applica	F Name and address of principal officer CHRISTOPHER DARRY		H(a) Is this a group return	
_	_) pendir	PO BOX 749 ARLINGTON, VA 22216		affiliates? H(b) Are all affiliates incli	
ī	Tax-ex	empt status X 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1)	or 527	If "No," attach a list	
		te WWW.IQT.ORG	01 327	H(c) Group exemption nu	/-
		forganization X Corporation Trust Association Other	1 Year of for	mation 1999 M State	
	rt I	Summary	L Tear of for	mation 1999 in State	or regar dominate DD
					
	1	Briefly describe the organization's mission or most significant activities IN-Q-TEL IDENTIFIES AND PARTNERS WITH COMPANIES	TO UEID DE		
9		SOLUTIONS TO THE CENTRAL INTELLIGENCE AGENCY AND			
nan		INTELLIGENCE COMMUNITY (IC) TO FURTHER THEIR MIS		LIX 0.5	
Governance	,	Check this box ▶ if the organization discontinued its operations or disposed		/ of to not coasts	
	ı	North or of voting acceptage of the acceptage bady (Post VI. Inc. 4-)		اما	12.
ජ ග	l				11.
tie		Number of independent voting members of the governing body (Part VI, line 1b)	<i>.</i>	4	93.
Activities &	1 -	Total number of individuals employed in calendar year 2010 (Part V, line 2a)		5	0.
Ř		Total number of volunteers (estimate if necessary)			0.
		Total gross unrelated business revenue from Part VIII column (C) in E	<i></i>	7a	
-	D	Net unrelated business taxable income from Form 990-T, line 34	 		0.
		S 1 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2	} -	Prior Year	Current Year
e	1 -	Contributions and grants (Part VIII, line 1h) $\frac{1}{2}$ MAR 1.2 2012	,	56,418,127.	56,459,458.
Revenue	9	Program service revenue (Part VIII, line 2g)		0.	0.
å	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 40c, and 14e)	· · · · · ·	12,897,390.	-1,053,529.
			[}]	0.	2,375,571.
		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		69,315,517.	57,781,500.
		Grants and similar amounts paid (Part IX, column (A), lines 1-3)	_	0.	0.
	1	Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
es		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		19,111,160.	21,028,837.
Expenses		Professional fundraising fees (Part IX, column (A), line 11e)		0.	<u> </u>
Ϋ́		Total fundraising expenses (Part IX, column (D), line 25)	-0:		
	Ι.	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		32,580,328.	25,184,257.
				51,691,488.	46,213,094.
. տ	19	Revenue less expenses Subtract line 18 from line 12		17,624,029.	11,568,406.
s or			B	eginning of Current Year	End of Year
ssets 3alan		Total assets (Part X, line 16)		142,917,973.	178,035,942.
ξŞ	21	Total liabilities (Part X, line 26)		60,928,223.	78,163,904.
Ž,	22	Net assets or fund balances Subtract line 21 from line 20	<u> </u>	81,989,750.	99,872,038.
	irt II	Signature Block			
On	der pen rect, ar	alties of perjury, I declare that I have examined this return, including accompanying schedule id complete. Declaration of preparer (other than officer) is based on all information of which is	s and statements, a preparer has any kno	nd to the best of my knowle owledge	edge and belief, it is true,
		WH HA			
	ign	Signature of officer			
П	ere	' •		Date	•
		Motther Strottmen, CFO		2/14/	12
		Type or print name and title		157	- Lami
Paid	1	Print/Type preparer's name Preparer's agnature	Date	Check if	PTIN
	parer	TRAVIS L. PATTON	FEB 1 3	2012 seif- employed >	P00369623
	Only	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP		Firm's EIN ▶ 13-	4008324
		Firm's address ▶ 1301 K STREET NW, STE 800W WASHINGTON, DC 2000 -3333		Phone no 202	-414-1000
May	the IF	RS discuss this return with the preparer shown above? (see instructions)	بــــــــــــــــــــــــــــــــــ		X Yes No
_	Paper	work Reduction Act Notice, see the separate instructions.	· 	· ··	Form 990 (2010)
JSA					•

orm's	90 (201	0)	52-21499	962	Page 2
Part	Ш	Statement of Program Service Accomplishments Check if Schedule O contains a response to any question	in this Part III		
1 B	riefly	describe the organization's mission			
Ī	N-Q-	TEL IDENTIFIES AND PARTNERS WITH COMPA	NIES DEVELOPING		
_		NG-EDGE TECHNOLOGIES TO HELP DELIVER T		E	
_		AL INTELLIGENCE AGENCY AND THE BROADER	U.S. INTELLIGENCE		
C	UMMO	NITY (IC) TO FURTHER THEIR MISSIONS.			
tł	ne prio	organization undertake any significant program serving Form 990 or 990-EZ?			X No
3 ["describe these new services on Schedule O organization cease conducting, or make significant ch s?			X No
		s'			
4 5	escrib Section	he the exempt purpose achievements for each of the organizations and section 4947 ons to others, the total expenses, and revenue, if any, for	'(a)(1) trusts are required to re	eport the amount of grants and	
) (Expenses\$ 36,439,946 including gra	ints of \$) (F	Revenue \$)
-	ATT	ACHMENT 1			
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4b (Code) (Expenses\$including gr	ants of \$) (F	Revenue \$	_)
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4c (Code) (Expenses\$ including grain	nts of \$) (F	Revenue \$)
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	Other p Expen	rogram services (Describe in Schedule O.) ses \$ including grants of \$) (Revenue \$,	
	 -	rogram service expenses ► 36,439,946.	7 (1.12.13.140 4		

	0 (2010) 52-2149962			age
^o art	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	Х	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2	Х	
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		>
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		-
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have	l		
	the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes,"	6		
7	complete Schedule D, Part I	-		
•	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		
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes,"			_
•	complete Schedule D, Part III	8		ŀ
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part			Г
	X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes,"			
	complete Schedule D, Part IV	9		L
0	Did the organization, directly or through a related organization, hold assets in term, permanent, or			
	quasi-endowments? If "Yes,"complete Schedule D, Part V	10	L.,	L
1	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI,		<i>(</i>	
	VII, VIII, IX, or X as applicable	تسفيعنا		
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete	١	١.,	
	Schedule D, Part VI	11a	Х	╀
b	Did the organization report an amount for investments—othersecurities in Part X, line 12 that is 5% or more	116	ŀ	
	of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	110		╁
·	of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	l 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			T
_	reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		
е	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		Τ
	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses			Ī
	the organization's liability for uncertain tax positions under FIN48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f		
2 a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes,"			
	complete Schedule D, Parts XI, XII, and XIII	12a	X	L
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, XII, and XIII is optional		<u> </u>	L
3	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		┞
	Did the organization maintain an office, employees, or agents outside of the United States?	14a	<u> </u>	╀
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising,	446	J.	l
_	business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV.	14b	X	┝
5	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any	45		
6	organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15		┝
	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		
7	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services	-:-		┞
	on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17		
8	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on			H
	Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18]
9	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a?			\vdash
	If "Yes," complete Schedule G, Part III	19		l
0 a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a		
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form			
	990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	1		I

Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 17 "Fes." complete Schedule I, Parts I and II. 2 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 27 If "Fes." complete Schedule I, Parts I and III. 2 Did the organization assistance or officers, threatened of the organization of the organization of the organization assistance or officers, threatened organization or officers or officers, threatened organization are at assistance or officers, threatened organization are at assistance organization and the organization have a tax-exempt bond size 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 "Fes," answer lines 24b through 24d and complete Schedule IX If "No." go to line 25. 2 Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? 2 Did the organization mivest any proceeds of tax-exempt bonds beyond a temporary period exception? 2 Did the organization mivest any proceeds of tax-exempt bonds beyond a temporary period exception? 3 Did the organization and an an across account other than a returnding escrow at any time during the year? 4 Did the organization and an an across benefit transaction with a disqualified person in a prior year, and that the transaction might beyear? "If "yes," complete Schedule I, Part II. 5 Is the organization aware that it engaged in an excess benefit transaction with a disqualified person outstanding as of the end of the organization is tax year? If "yes," complete Schedule I, Part III. 5 Did the organization outstanding as of the end of the organization is an orbit part of the organization of orapret and orbit assistance to an officer, director, trustee, key employee, and function trustee. Part IV. 5 Did the organization orbit assistance or orbit assi	Part	Checklist of Required Schedules (continued)		V	
In the United States on Part IX, column (A), line 1? If "Yes," complete Schedule (). Parts I and II. 21 Did the organization report more than \$5.00 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 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization in common of the organization in the United States of the organization in answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization and offer organization than a law several proof of the common of the organization of the organization and the vear, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule I IV. In Vio, Too Inte 25. 24 Did the organization near Schedule II IV. In Vio, Too Inte 25. 25 Did the organization near Schedule II IV. In Vio, Too Inte 25. 26 Did the organization near an "on behalf off issuer for bonds outstanding at any time during the year? 27 Did the organization and uning the year! "If "Yes," complete Schedule II Part II. 28 Did the organization as an "on behalf off issuer for bonds outstanding at any time during the year? 29 Did the organization as an "on behalf off issuer for bonds outstanding at any time during the year? 29 Did 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? 29 If "Yes," complete Schedule I, Part II. 20 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, highly compensated employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? 29 Part IV instructions for applicable filing thresholds, conditions, and exceptions? 29 Did the organization related to any time employee or the following parties (se	24	Did the exceptration report more than \$5,000 of grants and other escriptores to governments and exceptrations		Yes	No
22 Util the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 27 if "Yes," complete Schedule i, Parts I and III. 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. I all 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 24 through 24d and complete Schedule K If "Yo," go to line 25. 25 Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defense any tax-exempt bonds? 26 Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? 27 Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? 28 Section 301(c)(3) and 501(c)(4) organizations. Did the organization engose in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I is the organization aware that it engaged in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I is the organization aware that it engaged in an excess benefit transaction with a disqualified person outstanding as of the end of the organization is tax year? If "Yes," complete Schedule L, Part I I. 28 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization is tax year? If "Yes," complete Schedule L, Part II. 29 Did the organization aparty to a business transaction with one of the following parties (see Schedule L, Part III. 29 Did the organization receive more than \$25,000 in non-cash	21		21		l x
on Part IX, column (A), line 2" If "Yas," complete Schedule I, Parts I and III 23 Dd the organization answer "Yes" to Part IVI, 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 24 Dd the organization have a lax-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," enswer lines 24b through 24d and complete Schedule K I" No." go to line 25 on 30 the organization research schedule K I" No." go to line 25 on 30 the organization research schedule K I" No." go to line 25 on 30 the organization research schedule K I" No." go to line 25 on 30 the organization research to defease any lax-exempt bonds? 24d 24d 2 25 a Section 301(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? "I" Yes," complete Schedule L, Part I". 25 b Is the organization axis at 30 to lock organizations. Did the organization engage 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 organizations prior Forms 950 or 990-EZ? If "Yes," complete Schedule L, Part I". 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualided person outsided person outsi	22	···			<u> </u>
Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule L, Part II. 23 X 24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$10,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer limes 24/2 through 24d and complete Schedule K If "No," go to line 25. b Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? c Did the organization act as an "on behalf of" issue for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issue for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issue for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issue for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issue for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issue for bonds outstanding at any time during the year? b is the organization act as an "on behalf of" issue for bonds outstanding at any time during the year? Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization on them so that the fransaction and that the fransaction and to or by a current or former officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part II. Did the organization aparty to a business transaction with one of the following parties (see Schedule L, Part III. A K a family member of a current or former officer			22		x
organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J. 24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," rawer lines 24b through 24d and complete Schedule K I" No," go to line be. 25 b Did the organization amination an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? 26 Did the organization amination an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? 26 Did the organization aware that it engaged in an excess benefit transaction with a disqualified person outland by year? "Yes," complete Schedule L, Part I. 27 In the organization aware that it engaged in an excess benefit transaction with a disqualified person outland. I. Part I. 28 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outlanding as of the end of the organization's prior Forms 990 or 990-E27 If "Yes," complete Schedule L, Part II. 29 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, highly compensated employee, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III. 29 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part III. 29 Was the organization aparty to a business transaction with one of the following parties (see Schedule L, Part IV. 29 Did the organization and party to a business transaction with one of the following parties (see Schedule L, Part IV. 29 Did the organization and party to a business transaction with one of the following parties (see Schedule M, Part IV. 29 Did the organization organization and the party of	23				
employee? If "Yes," complete Schedule J 24 a Dd 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 240 through 240 and complete Schedule K If "No," go to line 25. b Dd the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? b Is the organization act as an "on behalf of" issuer for bonds outstanding as 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 frommer office of the organization frommer office or only of the organization frommer office or director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization is tax year? If "yes," complete Schedule L, Part II. 25 Was the organization provide a grant or other assistance to an officer, director, trustee, experiments and the organization provide a grant or other assistance to an officer, director, trustee, experiments and the organization provide a grant or other assistance to an officer, director, trustee, organization with a contribution of organization organization and party to a business transaction with one of the following parties (see Sch					
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the list day of the year, that was issued after December 31, 2002? If "Yes," raswer lines 24 through 24d and complete Schedule It "No," got line 25. b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? 24b			23	l x	
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through 24d and complete Schedule K If "No." go to line 25. Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? 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? d Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? d Did the organization at an "on behalf of" issuer for bonds outstanding at any time during the year? 24d				ļ	
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197 Note. All Form 990 filers are required to complete Schedule O	20		3/	 	 ^
	30		20		
Form 990 (2010)		13. Note. All Form 330 liters are required to complete Scriedule O			

	Check if Schedule O contains a response to any question in this Part V	• • • •		سان
	1 1		Yes	No
	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable		•	
	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	- Á-	•	1
	Did the organization comply with backup withholding rules for reportable payments to vendors and			
	reportable gaming (gambling) winnings to prize winners?	1c		├-
	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax	- 1	2	
	Statements, filed for the calendar year ending with or within the year covered by this return . 2a 93			
þ	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	<u>, x</u>	-
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		L
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		L
4 a	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		L
b	If "Yes," enter the name of the foreign country. ▶		,	l
	See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts.	<u>.</u>		1_
	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		Γ
	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		Τ
	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the			T
	organization solicit any contributions that were not tax deductible?	6a		ì
	If "Yes," did the organization include with every solicitation an express statement that such contributions or			Ţ
	gifts were not tax deductible?	6b		l
	Organizations that may receive deductible contributions under section 170(c).		<i>ş</i> •	T
	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods	ľ	7.5	ľ
	and services provided to the payor?	7a		T
	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		Ť
	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was		ļ —	ţ
	required to file Form 8282?	7c		l
	If "Yes," indicate the number of Forms 8282 filed during the year	,	\	t.
	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		ľ
	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		t
	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	 	t
-	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	l	t
		- "		t
		. '	1	1
	organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring	8		1
	organization, have excess business holdings at any time during the year?	-		t
	Sponsoring organizations maintaining donor advised funds.			1
	Did the organization make any taxable distributions under section 4966?	9a		+
	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	.4.	ŧ
	Section 501(c)(7) organizations. Enter	(1)	\$ 5.	I
	Initiation fees and capital contributions included on Part VIII, line 12	6	÷ 🐒	1
	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	100	3. Y	1
	Section 501(c)(12) organizations. Enter.	3,0	1. 1. 1. 1.	
	Gross income from members or shareholders	13.3	1000	ŀ
	Gross income from other sources (Do not net amounts due or paid to other sources	1	() () () () () () () ()	ľ
	against amounts due or received from them)	1	<u> </u>	-
	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	ļ	1
þ	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b	() () () () () () () () () ()	· , ^	ĺ
3	Section 501(c)(29) qualified nonprofit health insurance issuers.	€,**	-14	Ţ
	Is the organization licensed to issue qualified health plans in more than one state?	13a	ļ	1
	Note. See the instructions for additional information the organization must report on Schedule O.	F . 3	1	1
b	Enter the amount of reserves the organization is required to maintain by the states in which) ×**	4.5	
	the organization is licensed to issue qualified health plans	2 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	57.7	ľ
c	Enter the amount of reserves on hand	٠. ٢٠	۲- '	ļ
4 a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		Ť
	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		t
<u>b</u>	The season the day of the port these payments in two, provide an explanation in Scriedule O	140		

Part	VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7th for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or Schedule O. See instructions.	belo cha	ow, a	and in
	Check if Schedule O contains a response to any question in this Part VI			X
Sect	ion 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 12			
b	Enter the number of voting members included in line 1a, above, who are independent			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with	i		
	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		Х
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		Х
6	Does the organization have members or stockholders?	6		Х
7a	Does the organization have members, stockholders, or other persons who may elect one or more members			
	of the governing body?	7a_		<u>x</u> _
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b_		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during			
	the year by the following:			
а	The governing body?	8a_	X	
b	Each committee with authority to act on behalf of the governing body?	<u>8b</u>	Х	ļ
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at	_	ļ	,
<u> </u>	the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	<u> </u>	X
Sect	ion B. Policies (This Section B requests information about policies not required by the Internal Revenue	Coae	Yes	No
		40-	res	X
	Does the organization have local chapters, branches, or affiliates?	10a		<u> </u>
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters,	404		ĺ
	affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11 a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the		X	
	form?	11a	<u> </u>	<u> </u>
b 40	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	420	х	
12 a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	 ^ -	-
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give	12b	x	•
	rise to conflicts?	120	 -	\vdash
С	a see the english of the control of	12c	x	1
13	describe in Schedule O how this is done	13	 	x
14	Does the organization have a written document retention and destruction policy?	14		x
15	Did the process for determining compensation of the following persons include a review and approval by	 '- -		
13	independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		ļ	J
а	The organization's CEO, Executive Director, or top management official	15a	х	İ
b	Other officers or key employees of the organization	15b	Х	1
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions)	1.00		
16 a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement		1	Ì
	with a taxable entity during the year?	16a		x
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate		_	
-	its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard		1	
	the organization's exempt status with respect to such arrangements?	16b		1
Sect	tion C. Disclosure		<u></u>	
17	List the states with which a copy of this Form 990 is required to be filed CA, MA,			
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only			
	available for public inspection. Indicate how you make these available. Check all that apply	,		
	Own website Another's website X Upon request			
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest			
	policy, and financial statements available to the public			
20	State the name, physical address, and telephone number of the person who possesses the books and records of the			
	organization ►MATTHEW STROTTMAN 2107 WILSON BLVD. SUITE 1100 ARLINGTON, VA 22201			
	703-248-3000			

	,			_
Part VII	Compensation of Officers, Directors, Trustees,	Key Employees,	, Highest Compensated Employees,	,
	and Independent Contractors			
•		and the state of t	· · · · · · · · · · · · · · · · · · ·	

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	(C) Position (check all that apply)						(D) Reportable	(E) Reportable	(F) Estimated
Name and Tide	hours per week (describe hours for retated organizations in Schedule O)	Individual trustee or director		Officer	Key employee	Highest compensated employee	Former	compensation from the organization (W-2/1099-MISC)	compensation from related organizations (W-2/1099-MISC)	amount of other compensation from the organization and related organizations
(1) C. DARBY										
PRESIDENT, CEO & TRUSTEE	40.00	X		Х	_	<u> </u>	_	943,527.	0	21,496.
(2) M. CROW BOT CHAIR & COMMITTEE CHAIR	5.00	Х						42,500.	0	0.
(3) C. BOYD										
TRUSTEE	5.00	X						35,000.	0	0.
(4) J. BARKSDALE									_	
TRUSTEE	5.00	Х				<u></u>	L	35,000.	0	0.
(5) D. JEREMIAH				l				ĺ		
TRUSTEE	5.00	Х					L	35,000.	0	0.
(6) A. JONES										
TRUSTEE & COMMITTEE CHAIR	5.00	Х	Ш			L		37,500.	0	0.
(7)C. VEST TRUSTEE & COMMITTEE CHAIR	5.00	х						37,500.	o	0.
(8) E. PATE-CORNELL				_	\vdash	 	\vdash			
TRUSTEE	5.00	Х				•		35,000.	0	0.
(9) P. BARRIS	_					 	\vdash			
TRUSTEE	5.00	Х	1 1		1	1		35,000.	0	0.
(10)J. MISCIK					_					
TRUSTEE	5.00	Х			ļ	ļ	ļ	35,000.	0	0.
(11)H. COX						T				
TRUSTEE & COMMITTEE CHAIR	5.00	Х					İ	37,500.	0.	0.
(12)AB KONGARD										
TRUSTEE	5.00	х	1 1				ĺ	0.	0.	0.
(13)S. BOWSHER										
EVP & MANAGING PARTNER	40.00			Х			Ì	848,598.	0	21,496.
(14)B. ADAMS										
EVP & GENERAL COUNSEL	40.00			х	<u> </u>	ĺ	1	465,685.	o	21,061.
(15)M. STROTTMAN										
	1		ı [ı	1	i	i	i	I

Form 990 (2010)

0

0

451,951

426,484

0E1041 1 000

EVP & CHIEF OF STAFF

EVP & CFO

(16)E. POULOS

40.00

40.00

21,496.

10,655.

Section A. Officers, Directors, Tre		y Ell	iibic			anu	nıy			(F)
(A) Name and title	(B) Average	(C) Position (check all that app				hat app	lv)	(D) Reportable	(E) Reportable	Estimated
	hours per week (describe hours for related organizations in Schedule O)				Key employee	Highest compensated employee	Former	compensation from the organization (W-2/1099-MISC)	compensation from related organizations (W-2/1099-MISC)	amount of other compensation from the organization and related organizations
(17) B. GLEICHAUF EVP & CHIEF SCIENTIST	40.00			х				295,908.		21,496.
(18) W. STRECKER EVP & CTO	40.00			Х				371,968.	(18,915.
(19) E. KAUFMANN PARTNER	40.00	_				Х		434,722.	(21,496.
(20) P. BORBERLY PARTNER	40.00			l L		X		384,992.	(16,272.
(21) B. LEVITAN PARTNER	40.00					Х		427,131.	(21,496.
(22) S. DAVIDSON PARTNER	40.00					х		344,108.		20,765.
(23) M. BREIER PARTNER	40.00					х		387,827.		21,496.
(24) T. PEARSALL FORMER EVP-TECHNOLOGY TRANSFER	20.00	<u></u>					х	263,915.	(19,060.
FORMER EVP-IC SUPPORT	40.00						x	301,700.		12,063.
(26)						_				
(27)		<u> </u>				_	L			,
(28)	<u> </u>						L			
1b Sub-total	ction A ,									269,263. 0. 269,263.
Total number of individuals (including but not lir reportable compensation from the organization)	nited to tho		ed a							
3 Did the organization list any former office		or or	r tru							Yes No
 employee on line 1a? If "Yes," complete Scheoo For any individual listed on line 1a, is the organization and related organizations individual	e sum of greater tl	repo	rtabl \$150	e (com	pensa	atior Yes,	n and other com " complete Scheo	pensation from dule J for such	3 X
5 Did any person listed on line 1a receive or for services rendered to the organization? If ")	accrue co	mper	satio	on	fror	n any	ur	nrelated organizatı	on or individual	
Section B. Independent Contractors										
Complete this table for your five highest compensation from the organization	compensal	ted II	ndep	enc	dent	t con	trac	tors that receive	d more than \$	100,000 of
(A) Name and business add	dress							(B) Description of se	rvices	(C) Compensation
ATTACHMENT 2			·				\pm			
							1			
2 Total number of independent contractors (i more than \$100,000 in compensation from the	ncluding bi	ut no	t lın	nite		o thos	se I	listed above) who	received	
ASI										Farry 000 (0040)

	t VIII	Statement of Reven	- - :	,-	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<u>.</u>	1a	Federated campaigns	1a	····		-		, ,
ons, gifts, grants sımılar amounts		Membership dues	4.		•	*,		
p e		Fundraising events			-		٠,	٠ .
Contributions, gifts, and other similar am	d	Related organizations	· · · · ·			, , , ,	,	
s, c	e	Government grants (contribution		56,459,458	·	الراء المالية المالية المالية	, , ,	
I SI		All other contributions, gifts, grants	,,, , , , , , , , , , , , , , , , , ,	307.1337.130			٠.	
the	•	and similar amounts not included a						
do	~	Noncash contributions included in I				. ;	,	·
ರ ೯	g h	Total. Add lines 1a-1f			56,459,458.		, , , , , , , , , , , , , , , , , , , ,	
9		7 Oka 11 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	.,,,,,,,,	Business Code	. ,	4"		-
Service Revenue	2a							
ğ.	h							
9	-							
5	ں ۔							
S	-							
E	-	All other program control rough						,
Program	g	All other program service reve Total. Add lines 2a-2f			0	. / * * .	1	
	3	Investment income (including				<u> </u>		
	3	other similar amounts)			485,391		1	485, 391
					403,391	 	 	103,351
	4	Income from investment of tax				 		2,375,571
	5	Royalties	(ı) Real	(II) Personal	2,375,571			
		·		,,,	,			
	6a	Gross Rents			** ~ ·	· ` ` ' · · ·		, ,
	ь	Less rental expenses				,]	
	d	Rental income or (loss)			0			
		Net rental income of (loss).	(ı) Securities	(II) Other		· .		1 .
	7a	Gross amount from sales of	3,198,005	- ``	* * * * * .		1	17
		assets other than inventory	3,198,003	0.				, ''',
	ь	Less cost or other basis	4 671 007	64 000			., -	1
		and sales expenses	4,671,927	64,998	· .		, '	
	C	Gain or (loss) L						-1,538,920
	d	, ,			-1,538,920.	 		-1,538,920
venue	8a		undraising			n 1 1		
Je.		events (not including \$, m 41 -		5	
		of contributions reported on lin	•		- ,			
7		See Part IV, line 18		1	26 mg/s	(2) "表示。"		
Other Re	b	Less direct expenses				, ,		4
0	С	Net income or (loss) from fund	-	· · · · · · · · · · · ·	0.	 : ` · · · · · · · · · · · · · · · · · ·		0
	9a	Gross income from gaming ac			, , ,	1, 0,		74.
		See Part IV, line 19			7.00		1. 3 6	
	b	Less direct expenses			•	 	 	
	C	Net income or (loss) from gam	•	· · · · · · · · · · · · · · · · · · ·	0		 	<u> </u>
	10a	Gross sales of invento				,].	
	ļ	returns and allowances			11.5		11.	
	b	Less cost of goods sold				<u> </u>		<u>-</u>
	<u> </u>	Net income or (loss) from sale Miscellaneous Revent	s of inventory		. 0.	 	 	, 0
	<u> </u>	IVIISCEIIANEUUS REVENI		Business Code	<u> </u>	1 · · · · · · · · · · · · · · · · · · ·	ļ	
	11a				·	 		
	ь			<u> </u>			 	
	С					 	 	
	ď	All other revenue				 	 	
	е	Total. Add lines 11a-11d · ·			00	<u> </u>	- '-	
	12	Total revenue. See instruction	ns	<u></u> ▶	57,781,500.	0,		1,322,042

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

	not include amounts reported on lines 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	ot required to complete (B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 (Grants and other assistance to governments and			gonora, enponees	
	organizations in the U.S. See Part IV, line 21	0.			
	Grants and other assistance to individuals in				· ·· · · · · · · · · · · · · · · · · ·
	the US See Part IV, line 22	0.			
	Grants and other assistance to governments,				· · · · · · · · · · · · · · · · · · ·
	organizations, and individuals outside the				•
	U S See Part IV, lines 15 and 16	0.	i i		
	Benefits paid to or for members	0.			
	Compensation of current officers, directors,				
	trustees, and key employees	6,416,128.	4,115,274.	2,300,854.	
	Compensation not included above, to disqualified	3,120,220.	1,110,0,11	2700070011	
	persons (as defined under section 4958(f)(1)) and				
	persons described in section 4958(c)(3)(B)	0.			
	_	12,238,351.	9,141,804.	3,096,547.	
	Other salaries and wages	12,230,331.		3,090,341.	
	Pension plan contributions (include section 401(k)	ر ۱			
	and section 403(b) employer contributions)	0.	1 171 260	475 042	
	Other employee benefits	1,647,211.	1,171,369.	475,842.	
	Payroll taxes	727,147.	537,248.	189,899.	
	Fees for services (non-employees)	_			
	Management	0.			
b I	Legal	642,277.	80,395.	561,882.	 _
C /	Accounting	217,601.		217,601.	
d l	Lobbying	0.			· · · · · · · · · · · · · · · · · · ·
e	Professional fundraising services See Part IV, line 17	0.			
f	Investment management fees	0.			
g	Other	348,240.	197,100.	151,140.	
12	Advertising and promotion	144,353.		144,353.	- <i>-</i>
13 (Office expenses	557,711.	259,525.	298,186.	
14	Information technology	597,410.	569,189.	28,221.	
15	Royalties	0.			
16	Occupancy	1,910,941.	1,095,704.	815,237.	
17	Travel	1,219,424.	1,004,945.	214,479.	
18	Payments of travel or entertainment expenses				
1	for any federal, state, or local public officials	0.			
	Conferences, conventions, and meetings	532,950.	75,562.	457,388.	
	Interest	0.			
	Payments to affiliates	0.			
	Depreciation, depletion, and amortization	792,779.	481,882.	310,897.	
	Insurance	396,799.		396,799.	·
	Other expenses Itemize expenses not covered				
	above (List miscellaneous expenses in line 24f If				
	line 24f amount exceeds 10% of line 25, column	ļ	ļ		
	(A) amount, list line 24f expenses on Schedule O)				
	WORK PROGRAM FOR CIA AND IC	17,491,389.	17,454,498.	36,891.	
	RESEARCH MATERIALS	111,984.	84,400.	27,584.	
		58,549.	18,204.		
	DUES AND SUBSCRIPTIONS			40,345.	
	1ISCELLANEOUS	161,850.	152,847.	9,003.	_
е.					
	All other expenses				
	Total functional expenses. Add lines 1 through 24f	46,213,094.	36,439,946.	9,773,148.	0
((Joint Costs Check here ▶ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational				
,	campaign and fundraising solicitation				

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Part X	Balance Sheet				
			(A) Beginning of year		(B) End of year
1	Cash - non-interest-bearing			1	
2	Savings and temporary cash investments		70,926,508.	2	96,401,383.
3	Pledges and grants receivable, net		20,621,191.	3	15,525,454
4	Accounts receivable, net	[4	
5	Receivables from current and former officers, directors,	trustees, key			
	employees, and highest compensated employees Comp	lete Part II of			
	Schedule L			5	
6	Receivables from other disqualified persons (as defined under section 4				
	described in section 4958(c)(3)(B), and contributing employers and sponsor	ing organizations of			
_ [section 501(c)(9) voluntary employees' beneficiary organizations (see instruction	ons)		6	
Assets 8 2	Notes and loans receivable, net			7	
8 8	Inventories for sale or use)		8	
9	Prepaid expenses and deferred charges		1,366,912.	9	712,801
10 a	Land, buildings, and equipment, cost or				
100	other basis Complete Part VI of Schedule D 10a	6,765,524.			
	Less accumulated depreciation		1,451,007.	10c	737,269
11	Investments - publicly traded securities			11	945,417
12	Investments - other securities See Part IV, line 11		2,619,331.	12	2,881,642
13	Investments - program-related See Part IV, line 11		44,657,459.	13	59,728,322
14	Intangible assets		11,031,133.	14	03/120/322
15	Other assets See Part IV, line 11		1,275,565.	15	1,103,654
16	Total assets. Add lines 1 through 15 (must equal line 34)		142,917,973.	16	178,035,942
17	Accounts payable and accrued expenses		7,733,331.	17	10,195,539
18	Grants payable		7,733,331.	18	10,193,333
19	Deferred revenue		53,194,892.	19	67,968,365
20			33,194,692.	20	01,900,303
	Tax-exempt bond liabilities			21	
22	Escrow or custodial account liability Complete Part IV			21	
憲 22	Payables to current and former officers, directors,				
Liabilities 22	employees, highest compensated employees, and disqui				
	Complete Part II of Schedule L			22	
23	Secured mortgages and notes payable to unrelated third partie		L	23	
24	Unsecured notes and loans payable to unrelated third parties			24	
25	Other liabilities Complete Part X of Schedule D		60 000 000	25	70 163 004
26	Total liabilities. Add lines 17 through 25		60,928,223.	26	78,163,904
	Organizations that follow SFAS 117, check here ► X a lines 27 through 29, and lines 33 and 34.	and complete		i l	
Ses			01 000 750		00 070 000
티	Unrestricted net assets		81,989,750.		99,872,038
28 20	Temporarily restricted net assets			28	
일 29	Permanently restricted net assets			29	
Net Assets or Fund Balan 32 32 33 33 33 33 34 35 35 35 35 35 35 35 35 35 35 35 35 35	Organizations that do not follow SFAS 117, check here complete lines 30 through 34.	and			
<u>ي</u> 30	Capital stock or trust principal, or current funds			30	
گر 31	Paid-in or capital surplus, or land, building, or equipment fund			31	
₹ 32	Retained earnings, endowment, accumulated income, or other			32	
₹ 33	Total net assets or fund balances		81,989,750.	33	99,872,038
34	Total liabilities and net assets/fund balances		142,917,973.	34	178,035,942.

Form **990** (2010)

Pa	Reconciliation of Net Assets Check if Schedule O contains a response to any question in this Part XI				Х	
1	Total revenue (must equal Part VIII, column (A), line 12)	1		57,7	81,5	00.
2	Total expenses (must equal Part IX, column (A), line 25)	2		46,2	13,0	94.
3	Revenue less expenses Subtract line 2 from line 1	3		11,5	68,4	06.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4		81,9	89,7	50.
5	Other changes in net assets or fund balances (explain in Schedule O)	5		6,3	13,8	82.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33,					
	column (B))	6		99,8	72,0	38.
Pa	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		Х
b	Were the organization's financial statements audited by an independent accountant?	• •	• • •	2b	Х	
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of	f				
	the audit, review, or compilation of its financial statements and selection of an independent accountant?			2c	Х	}
	if the organization changed either its oversight process or selection process during the tax year, explain in	• •				<u> </u>
	Schedule O					-
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were			1	1	1
	issued on a separate basis, consolidated basis, or both					
	X Separate basis Consolidated basis Both consolidated and separate basis				ŀ	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in			1	1]
	the Single Audit Act and OMB Circular A-133?			3a	<u> </u>	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		

SCHEDULE A (Form 990 or 990-EZ)

Public Charity Status and Public Support

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

► Attach to Form 990 or Form 990-EZ. ► See separate instructions. OMB No. 1545-0047 Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

Employer identification number

IN-Q-TEL, INC. 52-2149962 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.) 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). 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.) A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). 6 Х 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). 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 b Type II c Type III - Functionally integrated a Type I d | Type III - Other 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) 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 Since August 17, 2006, has the organization accepted any gift or contribution from any of the a 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) Provide the following information about the supported organization(s) (i) Name of supported (ii) EIN (iii) Type of organization (iv) is the (v) Did you notify (vii) Amount of organization (described on lines 1-9 organization in col (i) listed in the organization support above or IRC section col (i) organized in col (i) of your governing (see instructions)) your support? in the US? document? Yes Yes Nο No Yes No (A) (B) (C) (D) (E) Total For Paperwork Reduction Act Notice, see the Instructions for

Form 990 or 990-EZ

Schedule A (Form 990 or 990-EZ) 2010

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.)

Sect	ion A. Public Support						
Calen	dar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	54, <u>024</u> ,972	55,577,088	50,433,734	56,418,127	56,459,458	272,913,379
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	54,024,972	55,577,088	50,433,734	56,418,127.	56,459,458.	272,913,379
5	The portion of total contributions by each person (other than a governmental unit or	, 2		3. 3. 3.	المام المام المام المام المام المام المام المام المام المام المام المام المام المام المام المام المام المام ا		
	publicly supported organization) included	,	, .	*		,	
	on line 1 that exceeds 2% of the amount	, , , ,		1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	医写文(学)	12	
	shown on line 11, column (f)		7 ,		A. S. J. J. C.		
6	Public support. Subtract line 5 from line 4	ii ş	, T.	4 , 4	3	17 134 . 32	272,913,379
Sec	tion B. Total Support	,			···		
Caler	ndar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7	Amounts from line 4	54,024,972	55,577,088	50,433,734	56,418,127	56,459,458	272,913,379
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	31,260	55,629	0	763,383	2,860,962	3,711,234
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	,;					
11	Total support. Add lines 7 through 10		<u> </u>	В		Sec. 3	276,624,613
12	Gross receipts from related activities, etc. (se					12	
13	First five years. If the Form 990 is f organization, check this box and stop here	<u> </u>		nd, third, fourth,	or fifth tax ye	ear as a section	501(c)(3) ▶
Sec	tion C. Computation of Public Sup						
14	Public support percentage for 2010 (line					14	98.66 %
15	Public support percentage from 2009 S					15	99.61 %
16a	33 1/3 % support test - 2010. If the c						
	this box and stop here. The organization	on qualifies as a	publicly suppo	rted organizatio	n	• • • • • • • • • • • • • • • • • • • •	► [X]
b	33 1/3 % support test - 2009. If the c						
47-	check this box and stop here. The organization and simply facts and simply stops to the control of the control						
1/a	10%-facts-and-circumstances test - 2	_					
	or more, and if the organization meets to	the "facts-and-o	circumstances" t	est The organi	zation qualifies	as a publicly s	supported
b	organization						
	15 is 10% or more, and if the orga	anization meets	s the "facts-and	d-circumstances	" test, check t	his box and st	op here.
	Explain in Part IV how the organization supported organization				•	•	
18	Private foundation. If the organizatio	n did not ched	k a box on line	e 13, 16a, 16b	, 17a, or 17b.	check this box	and see
	instructions				<u> </u>	<u> </u>	▶□
						Schedule A (Form 9:	or 990-EZ) 2010

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)

Sect	tion A. Public Support							
Ca	ılendar year (or fiscal year beginning in) 🕨	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total	
1	Gifts, grants, contributions, and membership fees							
	received (Do not include any "unusual grants ")		,	_	L			
2	Gross receipts from admissions, merchandise							
	sold or services performed, or facilities		1		ļ			
	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				Ì			
	its behalf							
5	The value of services or facilities	1						
•	furnished by a governmental unit to the							
	organization without charge							
e	Total. Add lines 1 through 5		 	 	 	 		
6			 	 	 	· 		
ı a	Amounts included on lines 1, 2, and 3]	1				
b	received from disqualified persons 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	<u> </u>	<u> </u>	 	 	 		
	Add lines 7a and 7b		 -	 	 	-		
8	Public support (Subtract line 7c from		ļ	Į.		1		
5	line 6)							
	tion B. Total Support	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total	
	alendar year (or fiscal year beginning in)	(a) 2000	(b) 2007	(6) 2000	(u) 2009	(6) 2010	(i) Total	
9 10 a	Amounts from line 6			 	 		 	
	payments received on securities loans,			İ				
	rents, royalties and income from similar							
	sources					 		
D	Unrelated business taxable income (less							
	section 511 taxes) from businesses						Ì	
	acquired after June 30, 1975	 	 -	 	 	 		
	Add lines 10a and 10b		 		 	 	ļ	
11	Net income from unrelated business activities not included in line 10b,			1		Í		
	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)	ļ	 		ļ	 	_	
13	Total support. (Add lines 9, 10c, 11,							
	and 12)	L	<u> </u>		<u></u>	<u> </u>	L	
14	First five years. If the Form 990 is for	-			•			
	organization, check this box and stop here			<u> </u>	. <u></u>	<u></u>	<u></u> ▶	
	tion C. Computation of Public Sup							
15	Public support percentage for 2010 (line 8, c				<i></i> .	15	%_	
16	Public support percentage from 2009 Sched			<u></u>		16	%_	
Sec	tion D. Computation of Investmen					, , ,		
17	Investment income percentage for 2010 (li			3, column (f))		17	<u>%</u> _	
18	Investment income percentage from 2009				. .	18	<u>%</u>	
19 a	33 1/3 % support tests - 2010. If the or		ot check the bo	x on line 14, an	d fine 15 is mo			
	17 is not more than 33 1/3 %, check th							
b	33 1/3 % support tests - 2009. If the orga							
	line 18 is not more than 331/3 %, check							
20	Private foundation If the organization							

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

Employer identification number

IN-	Q-TEL, INC.	52-2149962
Par	Organizations Maintaining Donor Advised Funds or Other Similar Funds	or AccountsComplete 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	ar 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 a	
•	used only for charitable purposes and not for the benefit of the donor or donor advisor, or for ar	
	purpose conferring impermissible private benefit?	
Par		orm 990 Part IV line 7
1	Purpose(s) of conservation easements held by the organization (check all that apply).	om oo, raitiv, mo r.
•		of an historically important land area
		of a certified historic structure
	Preservation of open space	or a certified historic structure
2	Complete lines 2a through 2d if the organization held a qualified conservation contribution in the	e form of a concentration
-	easement on the last day of the tax year	e ionii di a conservation
		Held at the End of the Tax Year
а	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	1 1
c	Number of conservation easements on a certified historic structure included in (a)	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a	
u	historic structure listed in the National Register	2d
3	Number of conservation easements modified, transferred, released, extinguished, or terminated	
•	tax year	a by the organization saming the
4		
5	Does the organization have a written policy regarding the periodic monitoring, inspection, hand	
_	violations, and enforcement of the conservation easements it holds?	· · · · · · · · · · · · · · · · · · ·
6	Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easem	
	>	, ,
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 sect	ion 170(h)(4)(B)
-	(i) and 170(h)(4)(B)(ii)?	
9	In Part XIV, describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements in its revenue and describe how the organization reports conservation easements and describe how the organization easements and describe how the organization end of the organization end organization easements are also as the organization end of the organization end organizati	
	balance sheet, and include, if applicable, the text of the footnote to the organization's financial	•
	organization's accounting for conservation easements.	
Par	t III Organizations Maintaining Collections of Art, Historical Treasures, or Oth	er Similar Assets.
	Complete if the organization answered "Yes" to Form 990, Part IV, line 8.	
1a	If the organization elected as permitted under SEAS 116 (ASC 958), not to report in its	revenue statement and halance sheet
	If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its works of art, historical treasures, or other similar assets held for public exhibition, ed public service, provide, in Part XIV, the text of the footnote to its financial statements that de	ucation, or research in furtherance of
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, ed public service, provide the following amounts relating to these items	ucation, or research in turtherance of
	(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	
-	following amounts required to be reported under SFAS116 (ASC958) relating to these item	
а	Revenues included in Form 990, Part VIII, line 1	
b	Assets included in Form 990, Part X	
	aperwork Reduction Act Notice, see the Instructions for Form 990.	Schedule D (Form 990) 2010
JSA		Schedule D (FOMI 990) 2010
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Par	Organizations Maintaini	ng Colle	ctions c	of Art, H	istoric	al Treasure	s, or	Other Similar	Assets(c	ontinued)	
3	Using the organization's acquisitio collection items (check all that app		sion, and	other re	ecords,	check any o	f the	following that a	ire a sign	ificant use o	of its
а	Public exhibition			d		Loan or exc	chang	ge programs			
b	Scholarly research			e	Н	Other	•				
c	Preservation for future gen	erations		•							
4	Provide a description of the organ		collection	ns and e	explain I	how they fur	ther	the organization's	s exempl	purpose in	Part
•	XIV		00,,000,0		onpiani .			and organization		, pa.,paga	
5	During the year, did the organization	n solicit (or receive	donatio	ne of ar	t historical tr	22611	res or other simil	ar		
•	assets to be sold to raise funds rath								_	T Ves	No
Par		_									1110
	line 9, or reported an am										
1a	Is the organization an agent, trustee	. custo di	an or oth	er interm	ediary fo	or contribution	ns or	other assets not			
	included on Form 990, Part X?								ſ	Yes	No
b	If "Yes," explain the arrangement in										٠.٠٠ لــ
_			G. 12 00	p.010 ti10		g 125.0		Α	mount		
С	Beginning balance						10				
d	Additions during the year										
e	Distributions during the year										
f	Ending balance										
2a	Did the organization include an amo							<u> </u>		Yes	No
	If "Yes," explain the arrangement in			, , ait X,	21;		• • •		L		
Par				tion and	wered	"Yes" to Fo	rm 0	90 Part IV line	10		
. ai	Lindownient i dinds. Con		ent year	,	nor year	(c) Two ye				(e) Four years	back
1a	Beginning of year balance	(4) 54		(5)	TIOT YOU	(0) 1).	2013 50	(4) 111100)0		(0) 1 041 30010	
b	Contributions			 						 	
	Net investment earnings, gains,										
·	and losses	ł				1					
А	Grants or scholarships			 						 	
e	Other expenditures for facilities .	<u> </u>									
-	and programs					•					
	Administrative expenses	<u> </u>		<u> </u>							
	•	ļ 								<u> </u>	
g	End of year balance	(4)		<u> </u>						L	
2	Provide the estimated percentage o				a as						
a b	Board designated or quasi-endowm	· -		%							
	Permanent endowment	[%]									
c 3a		-'-		th		46-a4 6-a1-f		- dan alabama di fan ti			
Ja	Are there endowment funds not in the	ie pos s	ession or	the orga	nization	that are neio	anu	auministered for tr	IE	Yes	No
	organization by									3a(i)	NO
	(i) unrelated organizations									3a(ii)	├
h	(ii) related organizations If "Yes" to 3a(ii), are the related organizations.									3b	├ -
_	• • • • • • • • • • • • • • • • • • • •									30	L
4	Describe in Part XIV the intended us										
Par		utpmen							r		
	Description of investment			or other ba restment)	isis (b) Cost or other ba (other)	asis	(c) Accumulated depreciation	(d) Book value	
1a	Land		<u> </u>						ļ		
b	Buildings										
C	Leasehold improvements				0.	2,523,2	_	2,173,020.		350,2	
d	Equipment					3,562,8		3,271,528.		291,3	348.
ее	Other					679,4	01.	583,707.		95,0	694.
Tota	I. Add lines 1a through 1e. (Column	(d) must	equal Fo	rm 990, F	Part X, c	olumn (B), lın	e 10((c))		737,2	269.

Schedule D (Form 990) 2010

Part VII	Investments - Other Securities. See	e 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) Financi	ial derivatives			
	y-held equity interests			
(3) Other_				
(A)				
(B)				
(C)				
(D)				
(E)				
<u>(F)</u> (G)				
(H)				
(I)				
	nn (b) must equal Form 990, Part X, col (B) line 12)			
Part VIII		e Form 990, Part X, line 1	3.	
	(a) Description of investment type	(b) Book value	(c) Method of valuation. Cost or end-of-year market value	
(1) PRE	FERRED STOCK	42,520,025.	FMV	
	MON STOCK	1,318,083.	FMV	
	RANTS ~ PREFERRED	12,527,880.	FMV	
	RANTS - COMMON	641,145.	FMV	
	VERTIBLE NOTE	2,721,189.	FMV	
(6)				·
(8)				
(9)				
(10)	·			
	nn (b) must equal Form 990, Part X, col. (B) line 13.)	▶ 59,728,322.		
Part IX	Other Assets. See Form 990, Part 2			
		(a) Description	(b) Book	value
(1)				
(2)				
(3)				
(4)				
(6)				
(7)				
(8)				
(9)				
(10)				
Total. (Colum		<u> </u>		
Part X	Other Liabilities. See Form 990, Pa	rt X, line 25.		
1.	(a) Description of liability	(b) Amount		
	eral income taxes			
(2)			- Professional Control of the Contro	
<u>(3)</u> (4)				11,- 1 - 1
_(5)				
(6)				
(7)			The state of the s	١ -
_(8)				<i>.</i> • • • •
(9)				
(10)				•
(11)				
Total (Colu	umn (b) must equal Form 990, Part X, col (B) line	25) ▶	<u> </u>	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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52-2149962 Page 4 Schedule D (Form 990) 2010

Part	Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statemen	ts	
1	Total revenue (Form 990, Part VIII, column (A), line 12)	\neg	57,781,500.
2	Total expenses (Form 990, Part IX, column (A), line 25)	_	46,213,094.
3	Excess or (deficit) for the year Subtract line 2 from line 1	-	11,568,406.
4	Net unrealized gains (losses) on investments		6,313,882.
5	Donated services and use of facilities		
6	Investment expenses6		
7	Prior period adjustments 7		
8	Other (Describe in Part XIV)	-	
9	Total adjustments (net) Add lines 4 through 8		6,313,882.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 910		17,882,288.
Part			
1	Total revenue, gains, and other support per audited financial statements	1	64,095,382.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	<u> </u>	
а	Net unrealized gains on investments 2a 6, 313, 882.		
b	Donated services and use of facilities 2b	1	
C	Recoveries of prior year grants	1	
ď	Other (Describe in Part XIV)	1	
e	Add lines 2a through 2d	2e	6,313,882.
3	Subtract line 2e from line 1	3	57,781,500.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	<u> </u>	
·	Investment expenses not included on Form 990, Part VIII, line 7b	}	
b	Other (Describe in Part XIV)	1	ļ.
-	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	57,781,500.
	Reconciliation of Expenses per Audited Financial Statements With Expenses per Ret		<u> </u>
1	Total expenses and losses per audited financial statements	1	46,213,094.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
а	Donated services and use of facilities 2a		İ
b	Prior year adjustments 2b]	
C	Other losses 2c]	
ď	Other (Describe in Part XIV)		İ
е	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	46,213,094.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
а	Investment expenses not included on Form 990, Part VIII, line 7b	1	}
þ	Other (Describe in Part XIV)	_	
С	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	46,213,094.
Part	XIV Supplemental Information		
Part V	lete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part I, line 4, Part X, line 2, Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete additional information		
			
		_	- -

Part XIV Supplemental Information (continued)

SCHEDULE F (Form 990)

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.

омв no 1545-0047 20**10**

Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

IN-Q-TEL, INC.

Employer identification number 52-2149962

Par	General Information o Form 990, Part IV, line 14		Outside the U	nited States. Complete	if the organization answere	d "Yes" to
1	For grantmakers. Does the organistance, the grantees' eligibilit grants or assistance?	anization mair y for the grant	s or assistance	e, and the selection criter	ia used to award the	Yes No
2	For grantmakers. Describe in P United States	art V the organ	iization's proce	dures for monitoring the	use of grant funds outsid	e the
3	Activities per Region (The following	ng Part I, line 3	table can be di	uplicated if additional space	ce is needed)	
	(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1)	NORTH AMERICA	0	0	INVESTMENTS		800,000
_(2)	EUROPE	0	0.	INVESTMENTS		260,206
(3)	NORTH AMERICA	0	0	PROGRAM SERVICES	TECHNOLOGY DEVELOPMENT	842,400
(4)	EUROPE	0.	0	PROGRAM SERVICES	TECHNOLOGY DEVELOPMENT	431,246
_(5)						
(6)						_
(7)						
(8)						
(9)						
<u>(10)</u>						
(11)					1	
(12)						
(13)						
(14)						
(15)						
(16)						
(17)						
3a	Sub-total	0	0	 	 	2,333,852
b			,			2,333,632
c	Totals (add lines 3a and 3b)	I	1			2 222 252

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

Schedule F (Form 990) 2010

JSA 0E1274 1 000

52-2149962

Schedule F (Form 990) 2010

(I) Method of valuation (book, FMV, appraisal, other) **A**:: Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, (h) Description of non-cash assistance Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. (g) Amount of non-cash assistance (f) Manner of cash disbursement (e) Amount of cash grant (d) Purpose of grant (c) Region . . .,! ٠,٠ (b) IRS code section and EIN (if applicable) (a) Name of organization 4. 5 7 ; ż ÷ A Part II Ξ (2) 9 3 3 9 £ Ξ 6 10) (12) 8

t a	A	•
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	Enter total number of other organizations or entities

ť

É

(15)

(16)

2

(13)

Schedule F (Form 990) 2010

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Page 3 Schedule F (Form 990) 2010

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 (h) Method or

(a) Type of grant or assistance	sistance (b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(2)							
(8)							
(6)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							
						Sche	Schedule F (Form 990) 2010

Part	V 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)	Yes	X 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, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)	Yes	X No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships (see Instructions for Form 8865)	Yes	X No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)	Yes	X No

Schedule F (Form 990) 2010

Page 5

Schedule F (Form 990) 2010

52-2149962

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), Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions)

SCHEDULE J . (Form 990)

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

Open to Public Inspection

Name of the organization

Department of the Treasury

Internal Revenue Service

Employer identification number IN-Q-TEL, INC. 52-2149962

Part	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.	1 1	- 1	
	First-class or charter travel Housing allowance or residence for personal use			
	Travel for companions Payments for business use of personal residence			
	Tax indemnification and gross-up payments Health or social club dues or initiation fees	1 1		
	Discretionary spending account Personal services (e.g., maid, chauffeur, chef)			
	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment	1 1	1	
U	or reimbursement or provision of all of the expenses described above? If "No," complete Part III to			i
	explain	1b		
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		
_				
3	Indicate which, if any, of the following the organization uses to establish the compensation of the			
	organization's CEO/Executive Director Check all that apply			
	X Compensation committee X Written employment contract			
	X Independent compensation consultant X Compensation survey or study			ļ
	Form 990 of other organizations 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:			ļ
а	Receive a severance payment or change-of-control payment from the organization or a related organization?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		Х
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	Х	
	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.			
а	The organization?	5a_		Х
b	Any related organization?	5b		Х
	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			ł
а	The organization?	6a		Х
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	1		
	payments not described in lines 5 and 6º If "Yes," describe in Part III	7		Х
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			
	ın Part III	8_		Х
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in			
	Regulations section 53 4958-6(c)?	9		1

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

Schedule J (Form 990) 2010

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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

	(B) Breakdown of	of W-2 and/or 1099-MISC compensation	ompensation	bue toementage (3)	(D) Nontaxable	(E) Total of columns	(F) Compensation
(A) Name	(i) Base compensation	(II) Bonus & incentive compensation	(iii) Other reportable compensation	other deferred compensation	benefits	(B)(i)-(D)	reported in prior Form 990 or Form 990-EZ
1)	(1) 483,652.	459,875.	0.	9,800.	18,608.	971,935.	0
1 C. DARBY	0	! ! !	0	0		l I	0.
	(i) 457, 208.	391,390.	0	.008,6	13,577.	871,975.	0.
2 S. BOWSHER		0	0	0	0	0	0.
9	(1) 283,988.	181,697.	0	9,800.	13,157.	488,642.	0.
3 B. ADAMS		0.	0	0		0	0.
	(1) 275,238.	176,713.	0	. 008,6	13,526.	475,277.	0
4 M. STROTTMAN	(ii) 0	0	0	 		0	0.
(0)	263,017.	163,467.	0	.008,6	2,	438,943.	0.
5 E. POULOS			0.	0.	:		0.
	244,510.	51,398.	0	. 008 '6	13,903.	319,611.	0
6 B. GLEICHAUF		0	0	0.		0	0.
(1)	, 295, 249.	76,719.	0	.008,6	11,714.	393,482.	0
7 W. STRECKER (ii)		0	0.	0			0.
(5)	281,731.	152,991.	0.	6,800.	14,008.	458,530.	0
8 E. KAUFMANN		0	0	0	.0	0	0.
(S)	256, 698.	128,294.	0.	5,011.	13,127.	403,130.	0
9 P. BORBERLY (ii)		0	0.	0.	0.	0	0.
	268, 131.	159,000.	0	9,800.	14,012.	450,943.	0
10 B. LEVITAN (ii)		0	0	0			0.
	225,137.	118,971.	0	690'6	13,717.	366,894.	0
11 S. DAVIDSON (ii)		0	0.	0.	0.		0
	253,891.	133,936.	0	9,800.	13,939.	411,566.	0.
12 M. BREIER (ii)		0	0.	0.	.0		0.
<u> </u>	128,360.	135,555.	0.	7,363.	12,707.	283,985.	0.
13 T. PEARSALL (ii)		0	0.	0.	0		0.
	260,028.	41,672.	0.	8,052.	5,880.	315, 632.	0
14 P. CIGANER (ii)		0	0.	0.	0		0.
	(1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
15 (ii)	0						
	·(
16 (ii)	01						
						Sche	Schedule J (Form 990) 2010

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Part III Supplemental Information

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

FORM 990, PART VII & SCHEDULE J, PART II

IN ADDITION TO C. DARBY'S RESPONSIBILITIES AS PRESIDENT AND CEO OF

MR. DARBY SERVES AS A TRUSTEE ON THE COMPANY'S BOARD OF IN-Q-TEL,

TRUSTEES. MR. DARBY HAS WAIVED ANY COMPENSATION RELATED TO HIS TRUSTEE

DUTIES AND HIS INCOME AS REPORTED IN THIS FORM IS ENTIRELY ATTRIBUTABLE

TO HIS DUTIES AS PRESIDENT AND CEO.

FORM 990, SCHEDULE J, LINE 4C

PLEASE REFER TO THE SCHEDULE O DISCLOSURE ON THE IN-Q-TEL EMPLOYEE FUND,

LLC.

0E1505 1 000

SCHEDULE O (Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

IN-Q-TEL, INC.

Employer Identification number 52-2149962

PART VI, LINE 11B

REVIEW OF FORM 990

THE FORM 990 WAS PREPARED BY THE COMPANY'S EXTERNAL TAX ADVISORY FIRM WITH THE ASSISTANCE OF IN-Q-TEL'S FINANCE AND LEGAL DEPARTMENTS. THE FORM 990 WAS ALSO REVIEWED BY CERTAIN MEMBERS OF THE COMPANY'S EXECUTIVE TEAM, INCLUDING THE CFO AND GENERAL COUNSEL. ADDITIONALLY, THE AUDIT AND ETHICS COMMITTEE OF THE BOARD OF TRUSTEES REVIEWED THE FORM 990 DURING ONE OF ITS QUARTERLY MEETINGS. AFTER REVIEW BY THE AUDIT AND ETHICS COMMITTEE, THE FORM 990 WAS DISTRIBUTED TO ALL MEMBERS OF THE BOARD OF TRUSTEES PRIOR TO BEING FILED.

PART VI, LINE 12C

CONFLICT OF INTEREST POLICY

FOR EVERY TRANSACTION SUBJECT TO BOARD/COMMITTEE APPROVAL, THE MEMBERS OF THE BOARD AND COMMITTEE ARE ASKED TO IDENTIFY ANY CONFLICTS. THE "DEAL TEAMS" ARE REQUIRED TO IDENTIFY CONFLICTS INVOLVING 1QT OFFICERS OR EMPLOYEES IN TRANSACTIONS IN THE DOCUMENTS SUBMITTED FOR APPROVAL.

ADDITIONALLY, EACH YEAR A QUESTIONNAIRE IS SENT TO 1QT TRUSTEES, OFFICERS AND KEY EMPLOYEES ASKING FOR IDENTIFICATION OF CONFLICTS.

PART VI, LINE 13 & 14

IN-Q-TEL'S WHISTLEBLOWER AND DOCUMENT RETENTION POLICIES HAVE BEEN

APPROVED INTERNALLY AND ARE IN THE IN-Q-TEL EMPLOYEE HANDBOOK. IN-Q-TEL

INTENDS TO HAVE BOTH POLICIES APPROVED BY THE BOARD IN THE FUTURE.

Employer identification number

52-2149962

PART VI, LINE 15A & 15B

COMPENSATON EXPLANATION

IN FORMULATING IQT'S COMPENSATION SYSTEM, THE BOARD OF TRUSTEES COMPLIES WITH ITS RESPONSIBILITIES UNDER THE INTERNAL REVENUE CODE OF 1986, AS AMENDED ("CODE"), TO PAY REASONABLE COMPENSATION TO IQT'S EMPLOYEES AND TO AVOID ANY "EXCESS BENEFIT TRANSACTIONS" UNDER SECTION 4958 OF THE CODE. IN OVERSEEING IQT'S COMPENSATION SYSTEM, THE BOARD ADHERES TO THE FOLLOWING PRINCIPLES:

- THE COMPENSATION SYSTEM IS APPROVED BY THE BOARD OR A COMMITTEE OF THE BOARD COMPOSED ENTIRELY OF INDEPENDENT TRUSTEES WHO ARE NOT EMPLOYEES OF, OR INDEPENDENT CONTRACTORS TO, IQT AND WHO DO NOT HAVE A CONFLICT OF INTEREST WITH RESPECT TO ANYONE COVERED BY THESE POLICIES;
- THE BOARD, OR COMMITTEE THEREOF, OBTAINS AND RELIES UPON APPROPRIATE

 COMPENSATION DATA FROM COMPARABLE ENTITIES PRIOR TO MAKING COMPENSATION

 DETERMINATIONS; AND
- THE BOARD OR COMMITTEE ADEQUATELY DOCUMENTS THE BASIS FOR ITS DETERMINATION CONCURRENTLY WITH MAKING THAT DETERMINATION.

COMPENSATION COMMITTEE

AS SET FORTH IN ITS CHARTER, IQT'S HUMAN RESOURCES AND COMPENSATION

COMMITTEE (THE "HR AND COMPENSATION COMMITTEE" OR "COMMITTEE") HAS BEEN

CHARGED BY THE BOARD OF TRUSTEES TO ASSIST THE BOARD IN OVERSEEING IQT'S

COMPENSATION SYSTEM. SPECIFICALLY, THE COMMITTEE PERFORMS THE FOLLOWING

DUTIES:

- ENSURES THAT IOT'S COMPENSATION PROGRAM AND OTHER EMPLOYEE BENEFITS ARE COMPARABLE TO THE HIGH-TECH AND OTHER APPROPRIATE MARKETS.
- DETERMINES, WITH INPUT FROM THE CIA, AN OVERALL ANNUAL COMPANY "PERFORMANCE SCORE" THAT REFLECTS THE EXTENT AND MANNER IN WHICH IQT HAS BEEN SUCCESSFUL IN PURSUING ITS MISSION.
- CONDUCTS AN ANNUAL REVIEW OF THE CHIEF EXECUTIVE OFFICER'S ("CEO'S") PERFORMANCE, AND MAKES RECOMMENDATIONS TO THE BOARD OF TRUSTEES ON THE CEO'S COMPENSATION AND BENEFITS FOR THE NEXT YEAR.
- ON AN ANNUAL BASIS, REVIEW THE CEO'S RECOMMENDATIONS REGARDING THE COMPENSATION AND BENEFITS OF THE OTHER DISQUALIFIED PERSONS, AS DEFINED IN SECTION 4958 OF THE INTERNAL REVENUE CODE, AND DETERMINES THEIR COMPENSATION AND BENEFITS FOR THE NEXT YEAR.
- ON AN ANNUAL BASIS, REVIEWS THE DETERMINATION OF COMPENSATION AND BENEFITS OF THE OTHER EMPLOYEES MADE BY THE CEO OR THE CEO'S DESIGNEE.
- ENGAGES AN INDEPENDENT COMPENSATION CONSULTING FIRM TO PERFORM A PERIODIC STUDY OF IQT'S COMPENSATION PROGRAM AND ADMINISTRATION, OR PARTS THEREOF. (THIS STUDY INCLUDES, BUT IS NOT LIMITED TO, A REVIEW OF DATA THE COMPANY USED TO BENCHMARK POSITIONS, DOCUMENTATION OF BASE SALARY ADJUSTMENTS, AND ANNUAL INCENTIVE PLAN AWARDS.) FOLLOWING COMPLETION OF SUCH STUDY, THE COMPENSATION CONSULTING FIRM DELIVERS A REPORT TO THE COMPENSATION COMMITTEE DISCUSSING IOT'S ADHERENCE TO ITS COMPENSATION POLICIES.
- WORKS WITH IQT'S IN-HOUSE AND OUTSIDE COUNSEL TO ENSURE THAT IQT'S COMPENSATION STRUCTURE AND PLANS COMPLY WITH INTERNAL REVENUE CODE AND OTHER LEGAL REQUIREMENTS.

Name of the organization IN-Q-TEL, INC.

Employer identification number

52-2149962

PART VI, LINE 19

DOCUMENTS AVAILABLE TO THE PUBLIC

IN-Q-TEL DOES NOT MAKE THIS INFORMATION AVAILABLE TO THE PUBLIC.

SCHEDULE R, PART V

EIP DISCLOSURE STATEMENT

IN-Q-TEL MAINTAINS AN INVESTMENT IN A SEPARATE RELATED ENTITY CALLED
IN-Q-TEL EMPLOYEE FUND, LLC. THIS ENTITY WAS CREATED AS PART OF AN
EMPLOYEE INCENTIVE PROGRAM (EIP) WHICH INVOLVED MAKING SIDE-BY-SIDE
EQUITY INVESTMENTS WITH IN-Q-TEL. THE EIP WAS SUSPENDED IN JUNE 2007 AND
NO FURTHER INVESTMENTS ARE BEING MADE.

PART XI, LINE 5

UNREALIZED GAINS ON INVESTMENTS: \$6,313,882

ATTACHMENT 1

FORM 990, PART III - PROGRAM SERVICE, LINE 4A

IN-Q-TEL (IQT) WAS ESTABLISHED IN 1999 AS A PRIVATE,

NOT-FOR-PROFIT COMPANY TO HELP THE CIA AND BROADER U.S.

INTELLIGENCE COMMUNITY (IC) IDENTIFY, ADAPT, AND DELIVER

CUTTING-EDGE TECHNOLOGIES THAT ADDRESS NATIONAL SECURITY NEEDS.

IQT'S STRATEGIC INVESTMENT MODEL GIVES IT THE AGILITY - OFTEN

LACKING WITHIN TRADITIONAL GOVERNMENT CONTRACTING APPROACHES - TO

FIND AND NURTURE ENTREPRENEURS AND COMPANIES THAT CAN PROVIDE A

SUPPLY CHAIN OF INNOVATION WHICH ENABLES THE IC TO BENEFIT FROM

COMMERCIAL TECHNOLOGY ADVANCES.

Employer identification number

52-2149962

ATTACHMENT 1 (CONT'D)

IQT'S MISSION IS TO TAKE THE CALCULATED INVESTMENT RISKS NECESSARY

TO SUPPORT LEADING-EDGE, BUT OFTEN UNPROVEN TECHNOLOGIES, AND

MATURE THEM TO OPERATIONAL READINESS TO HELP THE CIA AND BROADER

IC ACHIEVE THEIR MISSION.

APPROACH

IQT WORKS AS:

- * A STRATEGIC INVESTMENT FIRM, INVESTING IN COMPANIES AND HELPING
 NASCENT COMMERCIAL TECHNOLOGIES MATURE INTO COMMERCIAL-OFF-THESHELF (COTS) PRODUCTS THE GOVERNMENT CAN BUY AT LOWER COSTS THAN
 ALTERNATIVE APPROACHES;
- * A TECHNOLOGY ACCELERATOR, FOSTERING DEVELOPMENT AND INTRODUCTION OF TECHNOLOGIES NEEDED BY THE IC; AND
- * AN IDEA LAB AND FORUM FOR INNOVATION, PROVIDING THE IC WITH INSIGHT AND ACCESS TO BOTH NEW TECHNOLOGIES AND LEADING INNOVATORS AND THINKERS.

IDENTIFYING INNOVATIVE TECHNOLOGIES:

AS A STRATEGIC INVESTOR, IQT MAKES INVESTMENTS IN STARTUP

COMPANIES THAT HAVE DEVELOPED COMMERCIALLY-FOCUSED TECHNOLOGIES

THAT WILL PROVIDE STRONG, NEAR-TERM ADVANTAGES (WITHIN 36 MONTHS)

TO THE IC MISSION. IQT DESIGNS ITS STRATEGIC INVESTMENTS TO

ACCELERATE PRODUCT DEVELOPMENT AND DELIVERY, AND SPECIFICALLY TO

ATTACHMENT 1 (CONT'D)

HELP COMPANIES ADD CAPABILITIES THAT ITS INTELLIGENCE COMMUNITY CUSTOMERS NEED. ADDITIONALLY, IOT EFFECTIVELY LEVERAGES ITS DIRECT INVESTMENTS BY ATTRACTING A SIGNIFICANT AMOUNT OF PRIVATE SECTOR FUNDS, OFTEN FROM TOP-TIER VENTURE CAPITAL FIRMS, TO CO-INVEST IN OUR PORTFOLIO COMPANIES. ON AVERAGE, FOR EVERY DOLLAR THAT IQT INVESTS IN A COMPANY, THE VENTURE CAPITAL COMMUNITY HAS INVESTED MORE THAN TEN DOLLARS, HELPING TO DELIVER CRUCIAL NEW CAPABILITIES AT LOWER COST TO THE GOVERNMENT.

IQT'S AREAS OF FOCUS ARE: INFORMATION AND COMMUNICATION TECHNOLOGIES AND PHYSICAL AND BIOLOGICAL TECHNOLOGIES.

BUILDING STRONG COMPANIES FOR STRONG TECHNOLOGIES:

USING PRODUCT DEVELOPMENT FUNDING AND EQUITY INVESTING, IQT CREATES INCENTIVES FOR COMPANIES TO PUT THEIR BEST TALENT INTO SOLVING THE TOUGHEST TECHNOLOGY PROBLEMS FACING THE CIA AND BROADER INTELLIGENCE COMMUNITY. ONCE AN INVESTMENT IS MADE, IQT WORKS WITH THE COMPANY AND THE CUSTOMER TO ADAPT THE TECHNOLOGY ACCORDING TO CUSTOMER NEED, AND FACILITATES SOLUTION DELIVERY. THE ADVANTAGES TO THE IC ARE SIGNIFICANT: LOWER INITIAL AND LONG-TERM COSTS, FASTER DEVELOPMENT, AND ONGOING PRODUCT ENHANCEMENTS TO MEET THE DEMANDS OF THE COMMERCIAL MARKET.

Employer identification number 52-2149962 IN-Q-TEL, INC.

ATTACHMENT 1 (CONT'D)

SERVING NEW INTELLIGENCE COMMUNITY CUSTOMERS:

TODAY, IQT HAS EXPANDED ITS IC PARTNERSHIPS TO INCLUDE THE CIA, THE DEFENSE INTELLIGENCE AGENCY (DIA), THE DEPARTMENT OF HOMELAND SECURITY SCIENCE & TECHNOLOGY DIRECTORATE (DHS S&T), THE NATIONAL GEOSPATIAL-INTELLIGENCE AGENCY (NGA), AND OTHERS.

PROGRAM SERVICE ACCOMPLISHMENTS:

IN FURTHERANCE OF ITS EXEMPT PURPOSES, IQT'S ACHIEVEMENTS SINCE INCEPTION IN 1999 THROUGH MARCH 31, 2011 INCLUDE THE FOLLOWING:

- 1. INVESTED IN MORE THAN 170 PORTFOLIO COMPANIES, MANY OF WHICH HAVE PRODUCED TECHNOLOGIES THAT HAVE CONTRIBUTED DIRECTLY TO IC MISSIONS. TECHNOLOGY DELIVERED BY IQT, FOR EXAMPLE, MAKES IT POSSIBLE TO FUSE DATA FROM MAPS, IMAGES, TEXT AND OTHER SOURCES; VISUALIZE INFORMATION IN WAYS NOT PREVIOUSLY POSSIBLE; RAPIDLY PROCESS VAST AMOUNTS OF INFORMATION IN MULTIPLE LANGUAGES; MAKE SENSE OF SEEMINGLY UNCONNECTED INFORMATION; AND IDENTIFY THE CRITICAL INTELLIGENCE FASTER AND MORE EFFECTIVELY.
- 2. CULTIVATED A NETWORK OF MORE THAN 200 VENTURE CAPITAL FIRMS, 100 LABS AND RESEARCH ORGANIZATIONS, FURTHER BROADENING THE IC'S ACCESS TO INNOVATIVE TECHNOLOGIES.

Employer identification number 52-2149962

ATTACHMENT 1 (CONT'D)

3. LEVERAGED MORE THAN \$3.5 BILLION IN PRIVATE-SECTOR FUNDS TO SUPPORT TECHNOLOGY FOR THE CIA AND THE IC.

GOVERNANCE AND OVERSIGHT:

IQT IS BOUND BY A CHARTER AGREEMENT WITH THE CIA, WHICH SETS OUT THE RELATIONSHIP BETWEEN THE TWO ORGANIZATIONS, AND BY AN ANNUAL CONTRACT WITH THE CIA. IQT IS NOT PART OF THE CIA AND IS NOT A GOVERNMENT AGENCY.

THE COMPANY IS GOVERNED BY AN INDEPENDENT BOARD OF TRUSTEES

COMPRISED OF FORMER OFFICIALS FROM THE DEFENSE AND INTELLIGENCE

COMMUNITIES, AS WELL AS CEOS OF MAJOR COMPANIES, UNIVERSITY

LEADERS, AND LEADERS IN THE INVESTMENT INDUSTRY. A GOVERNMENT

CONTRACTOR OPERATING AS AN INDEPENDENT, NOT-FOR-PROFIT

CORPORATION, IQT IS SUBJECT TO ONGOING OVERSIGHT FROM THE CIA AND

OTHER US GOVERNMENT CLIENT AGENCIES, WHO KEEP CONGRESS INFORMED OF

THE COMPANY'S ACTIVITIES.

IQT HAS BEEN THE FOCUS OF A NUMBER OF COMPREHENSIVE STUDIES THAT DESCRIBE AND SCRUTINIZE THE ORGANIZATION. TWO ARE CITED BELOW.

* BUSINESS EXECUTIVES FOR NATIONAL SECURITY (BENS) IN A REPORT TO CONGRESS, AN INDEPENDENT PANEL OF BUSINESS EXECUTIVES RECOMMENDED THAT IN-Q-TEL SERVE AS THE CIA'S "TECHNOLOGY ACCELERATOR." THE

PANEL CONCLUDED THAT IN-Q-TEL HAS ACHIEVED SIGNIFICANT EARLY PROGRESS AND THAT "CREATING A MODEL LIKE IN-Q-TEL MAKES GOOD BUSINESS SENSE."

THE ASSESSMENT WAS MADE BY A PANEL FROM BUSINESS EXECUTIVES FOR NATIONAL SECURITY, A NATIONAL, NON-PARTISAN, AND NOT-FOR-PROFIT ORGANIZATION OF BUSINESS LEADERS - 30 OF WHOM FORMED THE INDEPENDENT PANEL AFTER THE CIA SELECTED BENS TO CONDUCT THE CONGRESSIONALLY MANDATED STUDY. THE REPORT, "ACCELERATING THE ACQUISITION AND IMPLEMENTATION OF NEW TECHNOLOGIES FOR INTELLIGENCE: THE REPORT OF THE INDEPENDENT PANEL ON THE CENTRAL INTELLIGENCE AGENCY IN-Q-TEL VENTURE," WAS SUBMITTED TO THE CIA AND CONGRESS.

JUNE 2001

SOURCE-BUSINESS EXECUTIVES FOR NATIONAL SECURITY
WWW.BENS.ORG

* HARVARD BUSINESS SCHOOL CASE STUDY
THIS HARVARD BUSINESS SCHOOL CASE STUDY PROVIDES BACKGROUND ABOUT
IN-Q-TEL'S HISTORY AND STRATEGY, LAYING THE GROUNDWORK FOR
IN-Q-TEL TO CONSIDER THE CASE FOR EXPANSION.

BY JOSH LERNER, FELDA HARDYMON, KEVIN BOOK, ANN LEAMON FEBRUARY
12, 2004 SOURCE-HARVARD BUSINESS SCHOOL

Name of the organization IN-Q-TEL, INC.

Employer identification number 52-2149962

ATTACHMENT 1 (CONT'D)

HTTP://HARVARDBUSINESSONLINE.HBSP.HARVARD.EDU/B02/EN/CASES/CASES_HOME.JHTML

IN ADDITION, IQT PARTICIPATES IN PERIODIC REVIEWS BY THE INSPECTOR GENERAL OFFICE AND THE U.S. SENATE SELECT COMMITTEE ON INTELLIGENCE TO ASSESS THE EFFECTIVENESS OF TECHNOLOGY SOLUTIONS FROM OUR INVESTMENTS IN SOLVING CHALLENGING PROBLEMS IN THE INTELLIGENCE COMMUNITY.

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
LRI 1329 MOFFETT PARK DRIVE SUNNYVALE, CA 94089	TECH. DEVELOPMENT	1,644,969.
QD VISION 313 PLEASANT STREET WATERTOWN, MA 02472	TECH. DEVELOPMENT	1,475,000.
VERACODE 4 VAN DE GRAAF DRIVE BURLINGTON, MA 01803	TECH. DEVELOPMENT	1,078,285.
INNOCENTIVE 610 LINCOLN STREET WALTHAM, MA 02451	TECH. DEVELOPMENT	932,500.
GEO IQ (FKA FORTIUSONE) 2200 WILSON BOULEVARD ARLINGTON, VA 22201	TECH. DEVELOPMENT	897,000.
TC	OTAL COMPENSATION	6,027,754.

SCHEDULE R (Form 990)

Department of the Treasury Internal Revenue Service

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(5)

(e)

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Related Organizations and Unrelated Partnerships

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

2010

OMB No 1545-0047

Open to Public Inspection

(f)
Direct controlling
entity Employer identification number Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.) 52-2149962 (e) End-of-year assets (d) Total income Identification of Disregarded Entities (Complete of the organization answered "Yes" on Form 990, Part IV, line 33.) (c) Legal domicile (state or foreign country) (b) Primary activity (a)Name, address, and EIN of disregarded entity IN-Q-TEL, INC Name of the organization __(4)_____ Part I Part II

(a) (b)	(b)	(9)	(p)	(0)	6)	(g)	
Name, address, and EiN of related organization	Primary activity	Legal domicite (state or foreign country)	Exempl Code section	Public c	Direct controlling entity	Section 512(b)(13) controlled entity?	2(b)(13) illed v?
						Yes	So
(1)							
(2)							
(3)							
(4)							
(5)							
(9)							
(7)							į
For Paperwork Reduction Act Notice, see the Instructions for Form 990					Schedul	Schedule R (Form 990) 2010	90) 2010

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Page 2

Schedule R (Form 990) 2010

32 9548 (k) Percentage ownership (j) General or ŝ managing partner? Identification of Related Organizations Taxable as a Corporation or Trust(Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.) Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year) Yes Code V-UBI amount in box 20 | Sche⁻¹ Schedule K-1 (Form 1065) (h) Deproportorale afocalong? Yes No (g) Share of end-of-year 1,822,629 assets 18,072 (f) Share of total псотв (e)
Predominant
income (related,
unrelated,
excluded from
tax under
sections 512-514) EXCLUDED (d)
Direct controlling
entity N/A (c) Legal domicile (state or foreign country) ä (b) Primary activity PO BOX 749 ARLINGTON, VA 22216 INVESTMENTS (1) IQT EMPL FUND, LLC 54-2043626 (a) Name, address, and EIN related organization Part III Part IV <u>©</u> <u>@</u> <u>ල</u> **€** 9

(h) Percentage ownership (g) Share of end-of-year assets (f) Share of total income (e)
Type of entity
(C corp, S corp, or trust) (d)

(Direct controlling Pentity (c)
Legal domicile
(state or
foreign country) (b) Primary activity (a)Name, address, and EIN of related organization ව 8 9 $\widehat{\Xi}$ 3 3 9

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Schedule R (Form 990) 2010

m 990) 2010
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(Form
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34 35 35 or 36) 52-2149962 \ \ \ \ (Complete if the

Fair V Hansactions With Related Organizations (Complete if the organization answered Tes to Form 990, Part IV, line 34, 33, 33a, of 30	to Form 990, Part	1V, IIITE 34, 33, 33a, 0f 36	(o		
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				Yes	2
	l organizations listed ii	n Parts II-IV?			- 1
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity					\times
b Gift, grant, or capital contribution to other organization(s)			일 :	×	-
c Gift, grant, or capital contribution from other organization(s)			의 : :		×I
d Loans or loan guarantees to or for other organization(s)			무 : :		×I
e Loans or loan guarantees by other organization(s)			16		×
			<u>.</u>		3
f Sale of assets to other organization(s)			1		×
a Purchase of assets from other organization(s)			19		×
			=	L	l×
			; ; ;		۱×
Lease or racinites, equipment, or other assets to other organization(s)				1	: ;
					.; >
j Lease of facilities, equipment, or other assets from other organization(s)			<u>리</u> :	4	۲
k Performance of services or membership or fundraising solicitations for other organization(s)			<u>*</u> : :	×	
l Performance of services or membership or fundraising solicitations by other organization(s)			=	-	×I
m Sharing of facilities, equipment, mailing lists, or other assets			1m		×
Sharing of naid employees	•		-	ł	۱×
				· 公園艺· ·	25-
O Beirrhi reemant nord to other evenes and for evenes and to other evenes and			-		; ×
			: : : :		×
p refinition series by other organization for expenses				100	D.
			<u> </u>	200	į×
 Quiter transfer of cash or property to other organization(s) Other transfer of cash or property from other organization(s) 		:	: : :	×	:
1	C. C. C. C. C. C. C. C.	t and transfer to a section of the		4	1
II THE GITSWELLD BILLY OF THE BOOVE IS IT ES, SEE THE	, including covered re	ationships and transaction t	- 1		ı
(a) Name of other organization	(b) Transaction	(c) Amount involved	(d) Method of determining	termining	
	type (a–r)		ui tunome	penion	
					ŀ
(1)					
(2)					
į					
(3)					
W					
(5)					
					ĺ
(9)					- 1
			Schedule R (Form 990) 2010	m 990) 20,	2

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

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) (b) (c) (d) Name, address and EIN of entity Name, address and EIN of entity (state or foreign sociol (state or foreig	(b) Primary activity	(c) Legal domicile (state or foreign	(d) Are all partners section 501(c)(3)	(e) Share of end-of-year	(f) Disproportionate allocations?	(g) Code V-UBI amount in box 20	(h) General or managing partner?
	-		organizations?	SIBASE	Yes	(Form 1065)	Yes
(1)							
<u>(2)</u>							-
(3)						i pari	
(4)							
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(8)							
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(10)							
(11)							
(12)							
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(14)							
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						Schedule R (Form 990) 2010	990) 2010

Schedule R (Form 990) 2010

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

(Rev January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

f you are f	filing for an Automatic 3-Month Extension, confiling for an Additional (Not Automatic) 3-Mon	mplete on th Extensi	y Part I and check this box on, complete only Part II (on page 2	of this for	n).	. > 🛛
	nplete Part II unless you have already been gra					868.
lectronic !	filing (e-file). You can electronically file Form 8	868 if you	need a 3-month automatic extension	of time to	file (6 n	nonths for
corporatio	on required to file Form 990-T), or an additional	(not auton	natic) 3-month extension of time. You	of Form	ONICAII)	/ ille roitti
	quest an extension of time to file any of the for Transfers Associated With Certain Personal					
). For more details on the electronic filing of this					
Part I	Automatic 3-Month Extension of Time.			Or Onanie	3 4 110	iproino.
	ion required to file Form 990-T and request	ing an aut				
	orporations (including 1120-C filers), partnership me tax returns.					
Гуре от	Name of exempt organization		(Em	ployer ider	rtificatio	on number
orint	IN-Q-TEL, INC.		52	-21499	962	
ile by the	Number, street, and room or suite no If a P.O box	x, see instru	thons			
tue date for	P.O. BOX 749					
filing your return See	City, town or post office, state, and ZIP code For	a foreign ad	fress, see instructions			
nstructions	ARLINGTON, VA 22219					
		· · · · · · · · · · · · · · · · · · ·				
Enter the I	Return code for the return that this application is	for (file a	separate application for each return)			01
Applicati	ion	Return	Application			Return
is For		Code	is For			Code
Form 990		01	Form 990-T (corporation)			07
Form 990		02	Form 1041-A			80
Form 990	0-EZ	03	Form 4720			09
Form 99	0-PF	04	Form 5227			10
Form 99	0-T (sec 401(a) or 408(a) trust)	05	Form 6069			11
Form 99	0-T (trust other than above)	06	Form 8870			12
Telepho	this are in the care of ► THE ORGANIZAT	F	FAX No. >			▶□
	ganization does not have an office or place of be					his is
	for a Group Return, enter the organization's fou					
	nole group, check this box		rt of the group, check this box	– [_ and a	Maur
	the names and EINs of all members the extens		- ind to Ele Form 200 The attention	of time		
ur fo	request an automatic 3-month (6 months for a control $NOVEMBER\ 15$, 20 11 , to file the exercise or the organization's return for.	empt organ	zation return for the organization nam	ed above.	The ex	tension is
▶	alendar year 20 or					
▶	★ tax year beginning APRIL 1		10 and ending MARCH	31	, 20) 11
	the tax year entered in line 1 is for less than 12 Change in accounting period	months, cl	neck reason: Initial return Fir	nal return		
	this application is for Form 990-BL, 990-PF, 99 onrefundable credits. See instructions.	0-T, 4720,	or 6069, enter the tentative tax, less	any 3a	\$	N/A
	this application is for Form 990-PF, 990-T, stimated tax payments made. Include any prior			l l	\$	N/A
c B	alance due. Subtract line 3b from line 3a Include y	our payme			1	
(E	Electronic Federal Tax Payment System). See instru	ections.		30	\$	N/A
Caution.	If you are going to make an electronic fund		with this Form 8868, see Form 845	3-EO and	Form	8879-FO for
payment	instructions		2 2 2200, 000 1 0,111 040	and	. 01111	JUI
For Paper	work Reduction Act Notice see Instructions			~~~~		

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Page	4

Form 8868 (Rev 1-2011)	Pag
• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box	
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.	

Part II	Additional (Not Automatic) 3-Month Extension of Tim Name of exempt organization	Employer identification number
rint	IN-O-TEL, INC.	52-2149962
le by the	Number, street, and room or suite no. If a P O box, see instructions	
ttended se date for	P.O. BOX 749	
ng your turn See	City, town or post office, state, and ZIP code. For a foreign address, s	see instructions.
structions	ARLINGTON, VA 22219	

Application Return Application Return Is For Code Is For Code Form 990 01 Form 990-BL 02 Form 1041-A 08 Form 990-EZ 03 Form 4720 09 Form 990-PF 04 Form 5227 10 Form 990-T (sec. 401(a) or 408(a) trust) 05 Form 6069 11 Form 990-T (trust other than above) Form 8870 12 STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868. • The books are in the care of ▶ THE ORGANIZATION Telephone No. ► 703-248-3000 FAX No.▶ • If the organization does not have an office or place of business in the United States, check this box ... If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ▶ □ . If it is for part of the group, check this box . ▶ ☐ and attach a list with the names and EINs of all members the extension is for. I request an additional 3-month extension of time until FEBRUARY 15 , **20** 12 For calendar year , or other tax year beginning $APRIL\ 1$, 20 10 , and ending MARCH 31 ,20 11. If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return ☐ Change in accounting period State in detail why you need the extension AWAITING INFORMATION FROM THIRD PARTIES WHICH IS NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN. If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. N/A 8a b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. 8b \$ N/A c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS

Signature and Verification

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

Signature ▶

(Electronic Federal Tax Payment System). See instructions.

Title ► TAX MANAGER

8c

N/A