

COMMITTEE ON NATURAL RESOURCES
Disclosure Form
As required by and provided for in House Rule XI, clause 2(g) and
the Rules of the Committee on Natural Resources

For Witnesses Representing Organizations:

1. Name: **Paul Schmidt**

2. Name of Organization(s) You are Representing at the Hearing: **Ducks Unlimited, Inc.**

3. Business Address: **One Waterfowl Way**
Memphis, TN 38120

4. Business Email Address: [Information redacted for privacy]

5. Business Phone Number: [Information redacted for privacy]

Name/Organization Paul Schmidt, Ducks Unlimited, Inc.

Title/Date of Hearing March 29, 2012

a. Any training or educational certificates, diplomas or degrees or other educational experiences that are relevant to your qualifications to testify on or knowledge of the subject matter of the hearing.

See attached biography

b. Any professional licenses, certifications, or affiliations held that are relevant to your qualifications to testify on or knowledge of the subject matter of the hearing.

See attached biography

c. Any employment, occupation, ownership in a firm or business, or work-related experiences that relate to your qualifications to testify on or knowledge of the subject matter of the hearing.

See attached biography

d. Any federal grants or contracts (including subgrants or subcontracts) from the *Department of the Interior (and/or other agencies invited)* that you have received in the current year and previous four years, including the source and the amount of each grant or contract.

Joint Ventures: None

NAWCA: See attached Excel spreadsheet

e. A list of all lawsuits or petitions filed by you against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed.

None

f. Any other information you wish to convey that might aid the Members of the Committee to better understand the context of your testimony.

None

Name/Organization Paul Schmidt, Ducks Unlimited, Inc.

Title/Date of Hearing March 29, 2012

In addition, for witnesses representing organizations:

g. Any offices, elected positions, or representational capacity held in the organization(s) on whose behalf you are testifying.

See attached biography

h. Any federal grants or contracts (including subgrants or subcontracts) from the *Department of the Interior (and /or other agencies invited)* that were received in the current year and previous four years by the organization(s) you represent at this hearing, including the source and amount of each grant or contract for each of the organization(s).

Joint Ventures: None

NAWCA: See attached Excel spreadsheet

i. A list of all lawsuits or petitions filed by the organization(s) you represent at the hearing against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed for each of the organization(s).

None

j. A list of any countries from which the organization(s) you represent at the hearing have received foreign donations and the total amount of donations received from each country, for the current year and the previous four years, by each organization.

None

k. For tax-exempt organizations and non-profit organizations, copies of the three most recent public IRS Form 990s (including Form 990-PF, Form 990-N, and Form 990-EZ) for each of the organization(s) you represent at the hearing (not including any contributor names and addresses or any information withheld from public inspection by the Secretary of the Treasury under 26 U.S.C. 6104)).

See Attached

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

A For the 2009 calendar year, or tax year beginning 07/01, 2009, and ending 06/30, 2010

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization <u>DUCKS UNLIMITED, INC.</u> Doing Business As _____ Number and street (or P.O. box if mail is not delivered to street address) Room/suite <u>ONE WATERFOWL WAY</u> City or town, state or country, and ZIP + 4 <u>MEMPHIS, TN 38120</u>	D Employer identification number <u>13-5643799</u> E Telephone number <u>(901) 758-3825</u> G Gross receipts \$ <u>153,979,780.</u>
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (<u>3</u>) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		F Name and address of principal officer: <u>RANDY L. GRAVES</u> <u>ONE WATERFOWL WAY, MEMPHIS, TN 38120</u>	
J Website: ▶ <u>WWW.DUCKS.ORG</u>		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: <u>1937 M State of legal domicile: <u>DC</u> </u>	

Part I Summary

1	Briefly describe the organization's mission or most significant activities: <u>DUCKS UNLIMITED, INC. CONSERVES, RESTORES, AND MANAGES WETLANDS AND ASSOCIATED HABITATS FOR NORTH AMERICA'S WATERFOWL. THESE HABITATS ALSO BENEFIT OTHER WILDLIFE AND PEOPLE.</u>		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	61
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	59
5	Total number of employees (Part V, line 2a)	5	643
6	Total number of volunteers (estimate if necessary)	6	52,000
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	2,003,570.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	
8	Contribution and grants (Part VIII, line 1h)	8	128,755,385.
9	Program service revenue (Part VIII, line 2g)	9	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10	-136,066.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11	7,456,948.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12	136,076,267.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	13	10,381,418.
14	Benefits paid to or for members (Part IX, column (A), line 4)	14	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15	43,735,438.
16 a	Professional fundraising fees (Part IX, column (A), line 11e)	16 a	842,104.
b	Total fundraising expenses, Part IX, column (D), line 25 ▶ <u>25,701,751.</u>	16 b	
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	17	83,707,891.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	18	138,666,851.
19	Revenue less expenses. Subtract line 18 from line 12	19	-2,590,584.
20	Total assets (Part X, line 16)	20	74,548,571.
21	Total liabilities (Part X, line 26)	21	36,085,459.
22	Net assets or fund balances. Subtract line 21 from line 20	22	38,463,112.

Part II Signature Block

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

Sign Here	Signature of officer _____ Date _____	
	Type or print name and title _____	

Paid Preparer's Use Only	Preparer's signature ▶ _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions) <u>P00789334</u>
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ <u>KPMG LLP</u> <u>50 NORTH FRONT STREET, SUITE 900 MEMPHIS, TN 38103</u>	EIN ▶ <u>13-5565207</u>	Phone no. ▶ <u>901-523-3131</u>	

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. * Form **990** (2009)

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:
DUCKS UNLIMITED, INC. CONSERVES, RESTORES, AND MANAGES WETLANDS AND ASSOCIATED HABITATS FOR NORTH AMERICA'S WATERFOWL. THESE HABITATS ALSO BENEFIT OTHER WILDLIFE AND PEOPLE.

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

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

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

4a (Code:) (Expenses \$ 91,387,252. including grants of \$ 8,318,275.) (Revenue \$)
DUCKS UNLIMITED, INC. SUPPORTS THE LIFE CYCLE OF WATERFOWL IN NORTH AMERICA BY DEVELOPING, PRESERVING, RESTORING AND MAINTAINING WATERFOWL HABITAT. DIRECT ALLOCATIONS ARE MADE TO AFFILIATED ORGANIZATIONS - DUCKS UNLIMITED CANADA (\$7,808,401) AND DUCKS UNLIMITED MEXICO (\$509,874).

4b (Code:) (Expenses \$ 12,703,165. including grants of \$) (Revenue \$)
EDUCATING THE PUBLIC ABOUT WETLANDS AND WATERFOWL MANAGEMENT IS A CRITICAL COMPONENT OF SUSTAINING THE LIFE CYCLE NEEDS OF MIGRATORY WATERFOWL. ACTIVITIES INCLUDE WETLANDS DEMONSTRATIONS, EDUCATIONAL LITERATURE, INTERPRETIVE CENTER, YOUTH PROGRAMS, AND OUTDOOR CONSERVATION EXHIBITS.

4c (Code:) (Expenses \$ 2,804,787. including grants of \$) (Revenue \$)
DUCKS UNLIMITED, INC. PROVIDES MEMBER SERVICES TO APPROXIMATELY 692,000 TOTAL MEMBERS THROUGH EDUCATIONAL MEMBERSHIP MATERIALS, DUCKS UNLIMITED, INC. MAGAZINE, CONSERVATION BROCHURES, AND EDUCATIONAL COMPONENTS FUNDRAISING EVENTS.

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 793,838. including grants of \$) (Revenue \$)

4e Total program service expenses ► 107,689,042.

Part IV Checklist of Required Schedules

Table with 3 main columns: Question, Yes, No. Rows 1-20 contain various questions about organizational activities and reporting requirements. Row 12A includes a sub-table with Yes/No columns.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, excess benefit transactions, loans, and contributions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Form 990-EO with questions 1a through 12b regarding tax compliance, including sections on backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable trusts.

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (61), 1b Enter the number of voting members that are independent (59), 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (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? (X), 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (X), 5 Did the organization become aware during the year of a material diversion of the organization's assets? (X), 6 Does the organization have members or stockholders? (X), 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (X), 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (X), 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (X), 8b Each committee with authority to act on behalf of the governing body? (X), 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (X), 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? (X), 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (X), 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990., 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (X), 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X), 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (X), 13 Does the organization have a written whistleblower policy? (X), 14 Does the organization have a written document retention and destruction policy? (X), 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (X), 15b Other officers or key employees of the organization (X). If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.), 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X), 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 3
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.
[X] 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: RANDY L. GRAVES ONE WATERFOWL WAY MEMPHIS, TN 38120 901-758-3825

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

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

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

Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BRUCE LEWIS CHAIRMAN OF THE BOARD	5.00	X		X				0.	0.	0.
JAMES HULBERT AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
JOHN R POPE PRESIDENT	10.00	X		X				0.	0.	0.
STEPHEN C REYNOLDS SECRETARY	5.00	X		X				0.	0.	0.
JOHN W NEWMAN FIRST VICE PRESIDENT	10.00	X		X				0.	0.	0.
JOHN W CHILDS PRESIDENT WETLANDS AMRCA TRUST	5.00	X						0.	0.	0.
RANDY L GRAVES INTERIM CEO	40.00	X		X			232,099.	0.	14,010.	
PAUL BONDERSON SR. VP, CONVERSATION PROGRAMS	5.00	X						0.	0.	0.
BRUCE POSEY SR. VP, REGION 2	5.00	X						0.	0.	0.
STEVE MARASOVICH JR SR. VP, REGION 4	5.00	X						0.	0.	0.
LON KNOEDLER AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
DOUG BURCH SR. VP, REGION 5	5.00	X						0.	0.	0.
GEORGE DUNKLIN JR AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
A KEL LONG III SR. VP, DEVELOPMENT	5.00	X						0.	0.	0.
ROGERS HOYT JR SR. VP, EVENT\VOLUNTEER MNGMT	5.00	X						0.	0.	0.
DOUG SCHOENROCK SR. VP, CORPORATE RELATIONS	5.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ALAN HOPP REGIONAL VP, REGION 1	5.00	X						0.	0.	0.
KYLE SWANSON REGIONAL VP, REGION 1	5.00	X						0.	0.	0.
WILLIAM C ANSELL REGIONAL VP, REGION 4	5.00	X						0.	0.	0.
REX SCHULTZ REGIONAL VP, REGION 5	5.00	X						0.	0.	0.
HJ ELIZONDO REGIONAL VP, REGION 4	5.00	X						0.	0.	0.
CHRIS TRACY SENIOR VP, REGION 3	5.00	X						0.	0.	0.
JOHN CUSHMAN REGIONAL VP, REGION 6	5.00	X						0.	0.	0.
PETER T MACGAFFIN SENIOR VP, REGION 6	5.00	X						0.	0.	0.
LLOYD GOODE REGIONAL VP, REGION 7	5.00	X						0.	0.	0.
RON BARTELS SR V.P, MEMBERSHIP	5.00	X						0.	0.	0.
MIKE BENGE AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
STEVE COOK AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
BRUCE B DEADMAN SR V.P, YOUTH & EDUCATION	5.00	X						0.	0.	0.
1b Total CONTINUED AT SCHEDULE J-2								2,444,022.	0.	125,250.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **54**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 4		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **102**

Part VIII Statement of Revenue

13-5643799

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a	18,652.					
	b Membership dues	1b	20,644,187.					
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	70,633,645.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	56,321,668.					
	g Noncash contributions included in lines 1a-1f: \$		529,781.					
	h Total. Add lines 1a-1f			147,618,152.				
Program Service Revenue	2a _____	Business Code						
	b _____							
	c _____							
	d _____							
	e _____							
	f All other program service revenue							
	g Total. Add lines 2a-2f			0.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			132,481.			132,481.	
	4 Income from investment of tax-exempt bond proceeds . . .			0.				
	5 Royalties			4,045,846.			4,045,846.	
		(i) Real	(ii) Personal					
	6a Gross Rents							
	b Less: rental expenses							
	c Rental income or (loss)							
	d Net rental income or (loss)			0.				
		(i) Securities	(ii) Other					
	7a Gross amount from sales of assets other than inventory			177,116.				
	b Less: cost or other basis and sales expenses			72,713.				
	c Gain or (loss)			104,403.				
	d Net gain or (loss)			104,403.			104,403.	
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a						
	b Less: direct expenses	b						
c Net income or (loss) from fundraising events			0.					
9a Gross income from gaming activities. See Part IV, line 19	a							
b Less: direct expenses	b							
c Net income or (loss) from gaming activities			0.					
10a Gross sales of inventory, less returns and allowances	a							
b Less: cost of goods sold	b							
c Net income or (loss) from sales of inventory			0.					
Miscellaneous Revenue		Business Code						
11a <u>ADVERTISING REVENUE</u>		511120		2,003,570.		2,003,570.		
b <u>BOOK PROGRAM</u>		451211		2,615.			2,615.	
c _____								
d All other revenue								
e Total. Add lines 11a-11d				2,006,185.				
12 Total Revenue. See instructions				153,907,067.		2,003,570.	4,285,345.	

Part IX Statement of Functional Expenses

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

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	0.			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	8,318,275.	8,318,275.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	2,895,709.	677,214.	1,639,692.	578,803.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0.			
7 Other salaries and wages	30,375,339.	22,068,545.	254,864.	8,051,930.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	3,315,635.	2,312,217.	161,579.	841,839.
9 Other employee benefits	4,184,089.	2,875,489.	237,533.	1,071,067.
10 Payroll taxes	2,886,523.	1,971,626.	187,903.	726,994.
11 Fees for services (non-employees):				
a Management	17,525.			17,525.
b Legal	182,805.	6,438.	176,367.	
c Accounting	208,290.		208,290.	
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	454,229.			454,229.
f Investment management fees	0.			
g Other	1,725,386.	1,079,289.	157,049.	489,048.
12 Advertising and promotion	575,726.	113,815.	1,918.	459,993.
13 Office expenses	3,172,521.	2,004,872.	270,006.	897,643.
14 Information technology	1,399,468.	852,437.	85,112.	461,919.
15 Royalties	0.			
16 Occupancy	2,110,364.	1,408,623.	208,478.	493,263.
17 Travel	3,338,912.	1,314,925.	93,156.	1,930,831.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	655,736.	625,041.	22,497.	8,198.
20 Interest	120,982.		120,982.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization . . .	1,295,905.	1,131,306.	33,051.	131,548.
23 Insurance	710,090.	474,105.	93,854.	142,131.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>POSTAGE AND SHIPPING</u>	4,738,639.	1,744,519.	34,749.	2,959,371.
b <u>PRINTING AND PUBLICATION</u>	2,405,610.	1,398,190.	6,579.	1,000,841.
c <u>HABITAT DEVELOPMENT</u>	57,312,116.	57,312,116.		
d <u>MATERIALS EXPENSE</u>	4,614,372.			4,614,372.
e <u>MAILING LIST RENTAL</u>	370,206.			370,206.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	137,384,452.	107,689,042.	3,993,659.	25,701,751.
26 Joint Costs. Check here <input checked="" type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	15,500,000.	6,200,000.		9,300,000.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	330,047.	1	429,943.
	2 Savings and temporary cash investments	6,828,459.	2	14,625,324.
	3 Pledges and grants receivable, net	41,229,577.	3	43,140,501.
	4 Accounts receivable, net	5,635,683.	4	6,180,289.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	5,617,810.	8	3,802,579.
	9 Prepaid expenses and deferred charges	1,622,371.	9	1,153,901.
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 30,324,875.		
	b Less: accumulated depreciation	10b 20,999,005.	10,026,918.	10c 9,325,870.
	11 Investments - publicly traded securities	1,921,844.	11	7,471,030.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,335,862.	15	1,641,662.
16 Total assets. Add lines 1 through 15 (must equal line 34)	74,548,571.	16	87,771,099.	
Liabilities	17 Accounts payable and accrued expenses	9,463,293.	17	13,579,929.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	172,000.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	26,450,166.	25	25,079,627.
	26 Total liabilities. Add lines 17 through 25	36,085,459.	26	38,659,556.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-23,523,745.	27	-20,373,740.
	28 Temporarily restricted net assets	59,664,973.	28	63,783,212.
	29 Permanently restricted net assets	2,321,884.	29	5,702,071.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	38,463,112.	33	49,111,543.	
34 Total liabilities and net assets/fund balances	74,548,571.	34	87,771,099.	

Part XI Financial Statements and Reporting

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

Form **990** (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization DUCKS UNLIMITED, INC.	Employer identification number 13-5643799
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (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?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc.; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) 92.70%; 15 Public support percentage from 2008 Schedule A, Part II, line 14 90.65%; 16a 33 1/3 % support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization [X]; 16b 33 1/3 % support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

Section A. Public Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support.

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities; 12 Other income; 13 Total support; 14 First five years.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2009, 2008. Row 15: Public support percentage for 2009; Row 16: Public support percentage from 2008 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2009, 2008. Row 17: Investment income percentage for 2009; Row 18: Investment income percentage from 2008 Schedule A, Part III, line 17.

19a 33 1/3 % support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3 % support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
ALL OTHER	8,083.	10,203.	-7,118.	18,976.	2,615.	32,759.
TOTALS	<u>8,083.</u>	<u>10,203.</u>	<u>-7,118.</u>	<u>18,976.</u>	<u>2,615.</u>	<u>32,759.</u>

Schedule of Contributors

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

2009

Name of the organization DUCKS UNLIMITED, INC.	Employer identification number 13-5643799
--	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization **DUCKS UNLIMITED, INC.**

Employer identification number

13-5643799

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	_____ _____ _____	\$ 6,346,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	_____ _____ _____	\$ 13,998,770.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions**

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

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

Name of organization DUCKS UNLIMITED, INC.	Employer identification number 13-5643799
---	--

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

- A** Check if the filing organization belongs to an affiliated group.
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%; text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a. If zero or less, enter -0-														
i Subtract line 1f from line 1c. If zero or less, enter -0-														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2 a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?.

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

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

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

Table with 2 columns: Question, Amount. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions).

Part IV Supplemental Information

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

Series of horizontal dashed lines for providing supplemental information.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

Name of the organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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... Yes No, 6 Did the organization inform all grantees... Yes No.

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

Table with 2 columns: Description, Held at the End of the Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution..., 3 Number of conservation easements modified..., 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIV, describe how the organization reports...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116, not to report..., 1b If the organization elected, as permitted under SFAS 116, to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other UTILIZED IN EVENT SYSTEM

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XI V.

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	13,115,934.	15,069,715.			
b Contributions	4,078,077.	2,002,415.			
c Net investment earnings, gains, and losses	1,472,781.	-3,872,839.			
d Grants or scholarships					
e Other expenditures for facilities and programs	92,301.	83,357.			
f Administrative expenses					
g End of year balance	18,574,491.	13,115,934.			

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

- a Board designated or quasi-endowment 72.0000 %
- b Permanent endowment 31.0000 %
- c Term endowment -3.0000 %

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,405,264.		1,405,264.
b Buildings		12,088,475.	6,213,150.	5,875,325.
c Leasehold improvements		361,124.	298,828.	62,296.
d Equipment		16,470,012.	14,487,027.	1,982,985.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				9,325,870.

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

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

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

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

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

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

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

1. (a) Description of liability	(b) Amount	
Federal income taxes		
CHARITABLE REMAINDER TRUST	169,575.	
CHARITABLE GIFT ANNUITY RESERVE	429,111.	
COMPENSATION AND RELATED ACCRUALS	5,142,170.	
PENSION AND DEFERRED COMPENSATION	15,661,816.	
ACCRUED POSTRETIREMENT BENEFITS	3,676,955.	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	25,079,627.	

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

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

Table with 10 rows for Part XI reconciliation. Line 1: Total revenue (153,907,067). Line 2: Total expenses (137,384,452). Line 3: Excess or (deficit) for the year (16,522,615). Line 4: Net unrealized gains (105,162). Line 9: Total adjustments (net) (105,162). Line 10: Excess or (deficit) for the year per audited financial statements (16,627,777).

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

Table with 5 main rows for Part XII reconciliation. Line 1: Total revenue (154,012,229). Line 2: Amounts included on line 1 but not on Form 990. Line 3: Subtract line 2e from line 1 (153,907,067). Line 5: Total revenue (153,907,067).

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

Table with 5 main rows for Part XIII reconciliation. Line 1: Total expenses (137,384,452). Line 2: Amounts included on line 1 but not on Form 990. Line 3: Subtract line 2e from line 1 (137,384,452). Line 5: Total expenses (137,384,452).

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

ORGANIZATION'S COLLECTIONS

PART III, 4

COLLECTIONS OF ART AND OTHER SIMILAR ASSETS ARE HELD ON DISPLAY AT DUCKS UNLIMITED, INC. OFFICES FOR THE EDUCATION OF MEMBERS, VOLUNTEERS, AND THE GENERAL PUBLIC OF THE CRITICAL NEED FOR WETLANDS AND ASSOCIATED UPLANDS HABITAT RESTORATION.

INTENDED USE OF ORGANIZATION'S ENDOWMENT FUNDS

PART V, 4

THE CURRENT FUND BALANCES SUPPORT PROGRAM WORK IN MONITORING EASEMENTS, LAND ACQUISITIONS, WETLANDS RESTORATION AND RESEARCH. DUCKS UNLIMITED, INC. WILL WORK WITH PROSPECTIVE DONORS ON THE TERMS AND CONDITIONS OF OTHER ENDOWMENT FUNDS, INCLUDING NAMED FUNDS, PROVIDED THEY SUPPORT APPROPRIATE CONSERVATION, PUBLIC POLICY, OR RESEARCH ACTIVITIES.

**Schedule F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
NORTH AMERICA	0	0	GRANTMAKING	CONSERVATION	7,808,401.
NORTH AMERICA	0	0	GRANTMAKING	CONSERVATION	509,874.
Totals ▶	0	0			8,318,275.

JSA
9E1274 2.000

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 Use Schedule F-1 (Form 990) if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			NORTH AMERICA	CONSERVATION			1,280,641.	INVENTORY	INVOICE COST
			NORTH AMERICA	CONSERVATION	6,527,760.	WIRE			
			NORTH AMERICA	CONSERVATION	509,698.	WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter _____ 2

3 Enter total number of other organizations or entities _____

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Supplemental Information

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

PROCEDURES FOR MONITORING GRANT FUNDS OUTSIDE THE UNITED STATES

PART I, 2

DUCKS UNLIMITED CANADA (DUC) AND DUCKS UNLIMITED MEXICO (DUMAC) ARE

AFFILIATE ORGANIZATIONS OF DUCKS UNLIMITED, INC. (DUI). AS SUCH, THERE

ARE BOARD MEMBERS OF EACH OF THESE ORGANIZATIONS THAT ARE ALSO STAFF AND

BOARD MEMBERS OF DUI. MONITORING IS ACCOMPLISHED THROUGH PARTICIPATION IN

BOARD MEETINGS AND DETAILED REPORTING OF FINANCIAL RESULTS, WHICH

INCLUDES USES OF GRANTS.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2009

**Open To Public
Inspection**

Name of the organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

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

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

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

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

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

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
EDGE DIRECT, LLC	CONSULTING DIRECT MAIL		X	3,826,500.	367,836.	3,458,664.
BENZ, WHALEY, FLESSNER	CONSULTING		X		37,538.	-37,538.
DONOR CARE	DONATION SOLICITATIO		X	47,100.	48,855.	-1,755.
Total				3,873,600.	454,229.	3,419,371.

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

AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, HI, IL,
KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events (add col. (a) through col. (c))	
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts				
	2	Less: Charitable contributions				
	3	Gross income (line 1 minus line 2)				
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses				
	10	Direct expense summary. Add lines 4 through 9 in column (d)				()
	11	Net income summary. Combine line 3, column (d), and line 10				()

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

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

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states? _____	9a	
b If "No," explain: _____		
10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____	10a	
b If "Yes," explain: _____		
11 Does the organization operate gaming activities with nonmembers? _____	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? _____	12	

13 Indicate the percentage of gaming activity operated in:

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

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

Name ▶ -----

Address ▶ -----

15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? **15a**

- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ ----- and the amount of gaming revenue retained by the third party ▶ \$ -----.
- c If "Yes," enter name and address of the third party:

Name ▶ -----

Address ▶ -----

16 Gaming manager information:

Name ▶ -----

Gaming manager compensation ▶ \$ -----

Description of services provided ▶ -----

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? **17a**

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

	Yes	No
13a		
13b		
14		
15a		
17a		

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

Part I Questions Regarding Compensation

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.

- | | | | |
|-------------------------------------|---|-------------------------------------|---|
| <input type="checkbox"/> | First-class or charter travel | <input checked="" type="checkbox"/> | Housing allowance or residence for personal use |
| <input type="checkbox"/> | Travel for companions | <input type="checkbox"/> | Payments for business use of personal residence |
| <input checked="" type="checkbox"/> | Tax indemnification and gross-up payments | <input type="checkbox"/> | Health or social club dues or initiation fees |
| <input type="checkbox"/> | Discretionary spending account | <input type="checkbox"/> | Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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?

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.

- | | | | |
|-------------------------------------|-------------------------------------|-------------------------------------|---|
| <input checked="" type="checkbox"/> | Compensation committee | <input type="checkbox"/> | Written employment contract |
| <input checked="" type="checkbox"/> | Independent compensation consultant | <input checked="" type="checkbox"/> | Compensation survey or study |
| <input type="checkbox"/> | Form 990 of other organizations | <input checked="" type="checkbox"/> | Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		X
2	X	
4a	X	
4b	X	
4c		X
5a	X	
5b		X
6a	X	
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees Use Schedule J-1 if additional space is needed.

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ	
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
RANDY L GRAVES	(i)	232,099.	0.	0.	7,061.	6,949.	246,109.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
WILLIAM A. WENTZ	(i)	225,525.	0.	0.	7,079.	6,949.	239,553.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DANIEL P THIEL	(i)	176,197.	0.	0.	6,814.	6,949.	189,960.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JAMES C WEST	(i)	170,670.	0.	0.	6,814.	6,949.	184,433.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
KENNETH M BABCOCK	(i)	148,106.	0.	14,629.	6,687.	6,949.	176,371.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JAMES C BOYD	(i)	155,508.	0.	0.	6,751.	6,949.	169,208.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
RUDOLPH A ROSEN	(i)	146,715.	0.	0.	6,690.	6,949.	160,354.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
ROBERT D MIMS	(i)	153,670.	0.	0.	6,741.	6,949.	167,360.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
WAYNE A DIERKS	(i)	143,163.	0.	0.	6,687.	6,949.	156,799.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JAMES L YOUNG	(i)	0.	0.	186,100.	0.	0.	186,100.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
MATTHEW B CONNOLLY	(i)	0.	0.	106,332.	0.	0.	106,332.	106,332.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DALE WHITESELL	(i)	0.	0.	22,627.	0.	0.	22,627.	22,627.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DONALD A YOUNG	(i)	181,906.	0.	380,775.	1,385.	0.	564,066.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

TAX INDEMNIFICATION

1A

DUCKS UNLIMITED, INC. FORMER EXECUTIVE VICE-PRESIDENT HAS RECEIVED TAX

INDEMNIFICATION FOR HIS NON-QUALIFIED PENSION PLAN. THE PAYMENTS WERE AN

ORAL AGREEMENT UPON HIS EMPLOYMENT AND ARE INCLUDED IN HIS TAXABLE

INCOME.

HOUSING ALLOWANCE

1A

A DUCKS UNLIMITED, INC. DIRECTOR OF CONSERVATION WAS ASKED TO RELOCATE

AND IS ON A LIMITED HOUSING ALLOWANCE DUE TO A NEED FOR HIS EXPERTISE AT

DUCKS UNLIMITED, INC. HOME OFFICE.

VARIABLE COMPENSATION

5A & 6A

ALL EMPLOYEES PARTICIPATE IN A VARIABLE COMPENSATION PLAN THAT IS BASED

ON MEETING BUDGETED GOALS FOR REVENUE, INCOME, MEMBERSHIP AND ACRES

PROTECTED.

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.

RECEIPIENTS OF SEVERENCE PAY

PART I, 4A

THE FOLLOWING FORMER EMPLOYEES RECEIVED A SEVERANCE PAYMENT: DONALD A.

YOUNG - \$115,448, JAMES L. YOUNG - \$186,100

RECEIPIENTS OF SUPPLEMENTAL RETIREMENT PLANS

PART I, 4B

THE FOLLOWING FORMER EMPLOYEES RECEIVED A SUPPLEMENTAL NONQUALIFED

RETIREMENT PLAN PARTICIPANT PAYMENT: DONALD A. YOUNG - \$265,327, MATTHEW

B. CONNOLLY - \$106,100, DALE WHITESELL - \$22,627.

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ See the Instructions for Form 990.

Name of the Organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
LJ MAYEUX JR MD AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
JOE MAZON AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
KEVIN O'DONOVAN AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
JIM PIKE AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
CLAY ROGERS REGIONAL VP, REGION 2	5.00	X						0.	0.	0.
JOHN SAMPSON AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
BILL SHORT AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
MIKE WOODWARD SR V.P, MARKETING/COMMUNICATION	5.00	X						0.	0.	0.
ROBERT S HESTER TREASURER	5.00	X		X				0.	0.	0.
STEVE WHATLEY AST TREASURER/REG V.P.REGION 7	5.00	X						0.	0.	0.
JEAN HULBERT SR V.P, REGION 1	5.00	X						0.	0.	0.
MONTY LEWIS SR V.P, REGION 7	5.00	X						0.	0.	0.
TOM ENOS REGIONAL V.P, REGION 2	5.00	X						0.	0.	0.
RON BABROS REGIONAL V.P, REGION 3	5.00	X						0.	0.	0.
LEE NESS REGIONAL V.P, REGION 3	5.00	X						0.	0.	0.
RICHARD C MAGIE REGIONAL V.P, REGION 6	5.00	X						0.	0.	0.
KATHY M CHRISTIAN AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
DR. BRIAN PRIDDLE AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
SCOTT C CRAWFORD AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
CHRIS E. DORROW AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
DAVID A. HAGGARD AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.

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

Schedule J-2 (Form 990) 2009

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ **See the Instructions for Form 990.**

Name of the Organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DOUG T. FEDERIGHI AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
BOB SAATHOFF AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
DENNIS P. HAVEY AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
JOHN TOMKE DUCKS UNLIMITED DE MEXICO	5.00	X						0.	0.	0.
BARBARA JOHNSON AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
JAMES D. KONKEL AT-LARGE MBR BOARD OF DIRECTOR	5.00	X						0.	0.	0.
NEIL DOWNEY DUCKS UNLIMITED CANADA	5.00	X						0.	0.	0.
JACK H. HOLE DUCKS UNLIMITED CANADA	5.00	X						0.	0.	0.
TOM S. WORDEN DUCKS UNLIMITED CANADA	5.00	X						0.	0.	0.
GEORGE THOMLINSON REGIONAL VP, REGION 5	5.00	X						0.	0.	0.
DALE HALL CHIEF EXECUTIVE OFFICER	40.00	X		X				0.	0.	0.
WILLIAM A. WENTZ SENIOR GROUP MANAGER	40.00				X			225,525.	0.	14,028.
DANIEL P THIEL GROUP MANAGER	40.00				X			176,197.	0.	13,763.
JAMES C WEST GROUP MANAGER	40.00				X			170,670.	0.	13,763.
KENNETH M BABCOCK SR DIRECTOR FOR CONSERVATION	40.00					X		162,735.	0.	13,636.
JAMES C BOYD GROUP MANAGER	40.00					X		155,508.	0.	13,700.
RUDOLPH A ROSEN DIRECTOR OF CONSERVATION	40.00					X		146,715.	0.	13,639.
ROBERT D MIMS CONTROLLER	40.00					X		153,670.	0.	13,690.
WAYNE A DIERKS GROUP MANAGER	40.00					X		143,163.	0.	13,636.
DALE WHITESELL FORMER EXECUTIVE V PRESIDENT							X	22,627.	0.	0.
JAMES L YOUNG FORMER GROUP MANAGER							X	186,100.	0.	0.

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

Schedule J-2 (Form 990) 2009

Continuation Sheet for Form 990

2009

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

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

▶ See the Instructions for Form 990.

Name of the Organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MATTHEW B CONNOLLY FORMER EXECUTIVE V PRESIDENT							X	106,332.	0.	0.
DONALD A YOUNG FORMER EXECUTIVE V PRESIDENT							X	562,681.	0.	1,385.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2009

Open To Public Inspection

Name of the organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No

Total ▶ \$ _____

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
WILLIAM WALKER	RELATED ORG. BOARD MEMBER	1,778. CONSERVATION
PETER COORS	FORMER BOARD MEMBER	1,708. CONSERVATION
TOM ENOS	REGIONAL VP OF THE BOARD	56,087. RESTORATION

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
JAMES PIKE	BOARD MEMBER	1,485,354.	MERCHANDISE PURCHASE		X

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

Schedule L (Form 990 or 990-EZ) 2009

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2009

**Open To Public
Inspection**

Name of the organization
DUCKS UNLIMITED, INC.

Employer identification number
13-5643799

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art	X	2	305,800.	APPRAISAL
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded	X	14	223,981.	MARKET VALUE
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution-Historic structures				
14 Qualified conservation contribution-Other				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 16

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

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

Schedule M (Form 990) 2009

JSA

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

THIRD PARTY USE

32B

DUCKS UNLIMITED, INC. UTILIZES THE SERVICES OF A BROKERAGE FIRM TO
PROCESS & LIQUIDATE GIFTS OF MARKETABLE SECURITIES.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

ATTACHMENT 2

OTHER PROGRAM SERVICE

PART III, 4D

DUCKS UNLIMITED, INC. MAINTAINS A PUBLIC POLICY PRESENCE IN WASHINGTON,
DC BECAUSE OF THE CRITICAL IMPORTANCE OF PUBLIC POLICY TO MAINTAINING
WETLANDS AND ECOSYSTEMS THAT SUPPORT MIGRATORY WATERFOWL.

990 COMMITTEE DISTRIBUTION

PART VI, 11

A COPY OF THE 990 IS DISTRIBUTED TO A COMMITTEE MADE UP OF A NUMBER OF
KEY BOARD MEMBERS (THE PERSONNEL POLICY COMMITTEE). ONCE THE COMMITTEE
HAS HAD ENOUGH TIME TO REVIEW THE 990, A COMMITTEE MEETING IS HELD TO
REVIEW AND APPROVE THE 990 FOR FILING. ONCE APPROVED, THE 990 IS
DISTRIBUTED TO THE FULL BOARD.

COMPLIANCE POLICY

PART VI, 12C

EMPLOYEE COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY IS REGULARLY AND
CONSISTENTLY MONITORED VIA AN ANNUAL CONFLICT OF INTEREST SURVEY. ALL
EMPLOYEES ARE REQUIRED TO DISCLOSE POTENTIAL CONFLICTS TO AN INDEPENDENT
PARTY (THE INTERNAL AUDITOR). IF A CONFLICT IS NOTED DURING THIS PROCESS,
IT IS RESOLVED THROUGH DISCUSSIONS WITH UPPER MANAGEMENT, HUMAN
RESOURCES, THE EMPLOYEE, HIS/HER DIRECT SUPERVISOR AND THE INTERNAL
AUDITOR. BOARD MEMBERS AND COMMITTEE MEMBERS ARE REQUIRED TO PRESENT ANY
POSSIBLE CONFLICTS OF INTEREST TO THE BOARD OF GOVERNANCE COMMITTEE WHO

Name of the organization DUCKS UNLIMITED, INC.	Employer identification number 13-5643799
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ATTACHMENT 2 (CONT'D)

THEN MAKES A RULING ON WHETHER THE CONFLICT OF INTEREST REALLY EXISTS. IF THERE IS A CONFLICT, THE COMMITTEE THEN PRESENTS THE FACTS AND SUGGESTED RESOLUTION TO THE BOARD OF DIRECTORS FOR A VOTE.

COMPENSATION DETERMINATION

PART VI, 15A AND B

IN 2008 AN INDEPENDENT CONSULTANT SPECIALIZING IN EXECUTIVE COMPENSATION PLANS SURVEYED SIMILAR NOT-FOR-PROFIT ORGANIZATIONS FOR THEIR COMPENSATION PLANS FOR TOP EXECUTIVES. THE SURVEY INCLUDED ANALYSIS ON ALL UPPER MANAGEMENT POSITIONS, INCLUDING CEO, CFO, MANAGER OF CONSERVATION, MANAGER OF DEVELOPMENT, MANAGER OF FUNDRAISING, IT MANAGER, HR MANAGER, AND COMMUNICATIONS MANAGER. THE PERSONNEL POLICY COMMITTEE REVIEWED THE RESULTS AND THE SURVEY IS DOCUMENTED IN THE MINUTES TO THE MEETING. THE PERSONNEL POLICY COMMITTEE MAKES RECOMMENDATIONS TO THE BOARD OF DIRECTORS REGARDING SALARY AND BENEFITS.

OFFICER ELECTION PROCESS

PART VI, 6 AND 7A

DUCKS UNLIMITED, INC. IS A MEMBERSHIP ORGANIZATION. THE OFFICERS OF THE CORPORATION, OTHER THAN THE CHIEF EXECUTIVE OFFICER AND EXECUTIVE SECRETARY, SHALL BE ELECTED FROM THE MEMBERS OF THE CORPORATION. ONLY THOSE INDIVIDUALS THAT ARE CURRENT MEMBERS OF THE CORPORATION SHALL BE ELIGIBLE TO SERVE AS AN OFFICER. THE AFFAIRS OF THE CORPORATION ARE MANAGED BY ITS BOARD OF DIRECTORS. UPON DISSOLUTION OR WINDING UP OF THE CORPORATION, ITS ASSETS REMAINING AFTER PAYMENT, OR PROVISION FOR PAYMENT, OF ALL DEBTS AND LIABILITIES OF THIS CORPORATION SHALL BE DISTRIBUTED TO A NONPROFIT FUND, FOUNDATION OR CORPORATION WHICH IS ORGANIZED AND OPERATED

Name of the organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

ATTACHMENT 2 (CONT'D)

FOR CHARITABLE PURPOSES AND WHICH HAS ESTABLISHED ITS TAX EXEMPT STATUS

UNDER SECTION 501(C) (3) OF THE IRS CODE.

PUBLIC AVAILABILITY OF DOCUMENTS AND POLICIES

PART VI, 19

DUCKS UNLIMITED, INC. MAKES ITS' CONSOLIDATED FINANCIAL STATEMENTS,
GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICY AVAILABLE TO THE
PUBLIC ON ITS' WEB SITE (DUCKS.ORG).

FAMILY RELATIONSHIP

PART VI, 2

JAMES HULBERT, AT LARGE MEMBER OF THE BOARD, AND JEAN HULBERT, SENIOR
VICE PRESIDENT REGION ONE, HAVE A FAMILY RELATIONSHIP.

ATTACHMENT 3FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT,
DC, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI,
MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,
RI, SC, TN, UT, VA, WA, WV, WI,

ATTACHMENT 4990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORSNAME AND ADDRESSDESCRIPTION OF SERVICESCOMPENSATION

NUTTER CORPORATION
7211-A NE 43RD AVENUE
VANCOUVER, WA 98661

HABITAT RESTORATION

3,846,964.

Name of the organization DUCKS UNLIMITED, INC.	Employer identification number 13-5643799
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ATTACHMENT 4 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
MOORE WALLACE COMPANY P.O.BOX 93514 CHICAGO, IL 60673	PRINTING	2,609,808.
DEAN EQUIPMENT, INC 2240 PETERS RD HARVEY, LA 70058	HABITAT RESTORATION	1,528,715.
BOREAL SONGBRID 1601 2ND AVE, SUITE 615 SEATTLE, WA 96101	HABITAT RESTORATION	1,506,870.
DUTRA CONTRUCTION CO., INC 1000 POINT SAN PEDRO RD SAN RAFAEL, CA 94901	HABITAT RESTORATION	1,018,216.
TOTAL COMPENSATION		<u>10,510,573.</u>

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2009

**Open to Public
Inspection**

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

Name of the organization

DUCKS UNLIMITED, INC.

Employer identification number

13-5643799

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II 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.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
WETLANDS AMERICA TRUST, INC. 36-3330394 ONE WATERFOWL WAY MEMPHIS, TN 38129	CONSERVATION	DC	501 (C) (3)	11A	DUI

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

Schedule R (Form 990) 2009

Part III 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.)

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

Part IV 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.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

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

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1) WETLANDS AMERICA TRUST, INC.	1C	325,791.
(2) DUCKS UNLIMITED, INC. GROUP RETURN	1C	29,186,432.
(3) WETLANDS AMERICA TRUST, INC.	1D	5,377,717.
(4)		
(5)		
(6)		

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

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

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



2008 Income Tax Returns

DUCKS UNLIMITED, INC

Instructions for filing
Ducks Unlimited, Inc
Form 8879-EO - IRS E-file Signature Authorization
for the period ended June 30, 2009

Signature...

The original IRS e-file Signature Authorization form should be signed (use full name) and dated by the taxpayer.

Filing...

Return your signed Form 8879-EO to:

KPMG LLP
50 North Front Street, Suite 900
Memphis TN 38103

Payment of tax...

No payment of tax is required.

To document the timely filing of your tax return(s), we suggest that you obtain and retain proof of mailing. Proof of mailing can be accomplished by sending the tax return(s) by registered or certified mail (metered by the U.S. Postal Service) or through the use of an IRS approved delivery method provided by an IRS designated private delivery service.

Form 8879-EO serves as a replacement for your signature that would be affixed to form 990 if you paper filed your return, please DO NOT separately file form 990 with the Internal Revenue Service. Doing so will delay the processing of your return.

We must receive your signed form before we can electronically transmit your return which is due on February 15, 2010. We would appreciate your returning this form as soon as possible as this will expedite the processing of your return. The Internal Revenue Service will notify us when your return is accepted. Your return is not considered filed until the Internal Revenue Service confirms their acceptance, which may occur after the due date of your return.

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

For calendar year 2008, or fiscal year beginning 07/01 2008, and ending 06/30 2009

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

2008

Department of the Treasury
Internal Revenue Service

Name of exempt organization

DUCKS UNLIMITED, INC

Employer identification number

13-5643799

Name and title of officer

RANDY L. GRAVES, CHIEF FINANCIAL OFFICER

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

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

- 1a Form 990 check here ▶ b Total revenue, if any (Form 990, line 12) 1b 136076267.
- 2a Form 990-EZ check here ▶ b Total revenue, if any (Form 990-EZ, line 9) 2b _____
- 3a Form 1120-POL check here ▶ b Total tax (Form 1120-POL, line 22) 3b _____
- 4a Form 990-PF check here ▶ b Tax based on investment income (Form 990-PF, Part VI, line 5) . 4b _____
- 5a Form 8868 check here ▶ b Balance Due (Form 8868, line 3c) 5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2008 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize KPMG LLP to enter my PIN 38120 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2008 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2008 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ *Randy L. Graves*

Date ▶ 2-15-10

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 6203121003
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2008 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ *KPMG LLP*

Date ▶ 2/15/10

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

For Paperwork Reduction Act Notice, see back of form.

Return of Organization Exempt From Income Tax

2008

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning 07/01, 2008, and ending 06/30, 2009

B Check if applicable:
 Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

C Name of organization DUCKS UNLIMITED, INC
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
 ONE WATERFOWL WAY
 City or town, state or country, and ZIP + 4
 MEMPHIS, TN 38120

D Employer identification number
13-5643799

E Telephone number
(901) 758-3825

G Gross receipts \$ 136,278,089

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

H(b) Are all affiliates included? Yes No

If "No," attach a list. (see instructions)

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

J Website: WWW.DUCKS.ORG **H(c) Group exemption number** ▶

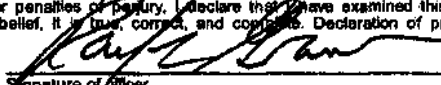
K Type of organization: Corporation Trust Association Other ▶ **L Year of formation:** 1937 **M State of legal domicile:** DC

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: DUCKS UNLIMITED CONSERVES, RESTORES, AND MANAGES WETLANDS AND ASSOCIATED HABITATS FOR NORTH AMERICA'S WATERFOWL. THESE HABITATS ALSO BENEFIT OTHER WILDLIFE AND PEOPLE.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	60
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	59
	5	Total number of employees (Part V, line 2a)	5	699
	6	Total number of volunteers (estimate if necessary)	6	58,800
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	2,821,796
	b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8	Contribution and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	142,128,878.	128,755,385.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	68,560.	NONE
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	9,002,778.	7,456,948.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	151,200,216.	136,076,267.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,447,624.	10,381,418.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		NONE
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	45,976,218.	43,735,438.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		842,104.
	b	Total fundraising expenses, Part IX, column (D), line 25 ▶ 25,198,155.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	91,225,403.	83,707,891.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	149,649,245.	138,666,851.	
19	Revenue less expenses. Subtract line 18 from line 12	1,550,971.	-2,590,584.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Year	End of Year
	21	Total liabilities (Part X, line 26)	81,020,578.	74,548,571.
	22	Net assets or fund balances. Subtract line 21 from line 20	35,499,034.	36,085,459.
		45,521,544.	38,463,112.	


Part II Signature Block

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

Sign Here ▶  **Signature of officer** **2-15-10** **Date**

RANDY L. GRAVES **CFO**
Type or print name and title

Paid Preparer's Use Only

Preparer's signature  **Date** 2/15/10 **Check if self-employed** **Preparer's identifying number (see instructions)** 281-46-6983

Firm's name (or yours if self-employed), address, and ZIP + 4 KPMG LLP **EIN** 13-5565207
50 NORTH FRONT STREET, SUITE 900 MEMPHIS, TN 38103 **Phone no.** 901-523-3131

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

DUCKS UNLIMITED CONSERVES, RESTORES, AMD MANAGES WETLANDS AND ASSOCIATED HABITATS FOR NORTH AMERICA'S WATERFOWL. THESE HABITATS ALSO BENEFIT OTHER WILDLIFE AND PEOPLE.

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

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

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

4a (Code:) (Expenses \$ 92,085,408. including grants of \$ 10,731,418.) (Revenue \$)

DUCKS UNLIMITED SUPPORTS THE LIFE CYCLE OF WATERFOWL IN NORTH AMERICA BY DEVELOPING, PRESERVING, RESTORING AND MAINTAINING WATERFOWL HABITAT. DIRECT ALLOCATIONS ARE MADE TO AFFILIATED ORGANIZATIONS - DUCKS UNLIMITED CANADA (\$10,175,293) AND DUCKS UNLIMITED MEXICO (\$556,125).

4b (Code:) (Expenses \$ 13,132,059. including grants of \$) (Revenue \$)

EDUCATING THE PUBLIC ABOUT WETLANDS AND WATERFOWL MANAGEMENT IS A CRITICAL COMPONENT OF SUSTAINING THE LIFE CYCLE NEEDS OF MIGRATORY WATERFOWL. ACTIVITIES INCLUDE WETLANDS DEMONSTRATIONS, EDUCATIONAL LITERATURE, INTERPRETIVE CENTER, YOUTH PROGRAMS AND OUTDOOR CONSERVATION EXHIBITS.

4c (Code:) (Expenses \$ 3,491,482. including grants of \$) (Revenue \$)

DUCKS UNLIMITED PROVIDES MEMBER SERVICES TO APPROXIMATELY 715,000 MEMBERS THROUGH EDUCATIONAL MEMBERSHIP MATERIALS, DUCKS UNLIMITED MAGAZINE, CONSERVATION BROCHURES AND EDUCATIONAL COMPONENTS OF FUNDRAISING EVENTS.

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

(Expenses \$ 708,567. including grants of \$) (Revenue \$)

4e Total program service expenses ► \$ 109,417,516. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete Schedule B, Schedule of Contributors?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	<input type="checkbox"/>	<input type="checkbox"/>
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the U.S.?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<input type="checkbox"/>	<input type="checkbox"/>
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?	<input type="checkbox"/>	<input type="checkbox"/>
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<input type="checkbox"/>	<input type="checkbox"/>
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>	X	
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 1a-1b, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, and 12a-12b.

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions about voting members, family relationships, management delegation, organizational changes, asset diversions, members, and documentation.

Section B. Policies

Table with 3 columns: Question, Yes, No. Rows include questions about conflict of interest policy, whistleblower policy, document retention, compensation process, and joint venture arrangements.

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include questions about state disclosure requirements, public inspection of forms, and availability of governing documents.

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

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

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

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
SEE SCHEDULE J-2										

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position (check all that apply), (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation.

1b Total 2,451,434. 268,471.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 53

Table with 3 columns: Question, Yes, No. Contains questions 3, 4, and 5 regarding compensation reporting.

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Row 1 contains 'SEE STATEMENT 2'.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 97

Part VIII Statement of Revenue

13-5643799

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a 17,477.					
	b	Membership dues	1b 19,984,081.					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions) . .	1e 56,749,054.					
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f 52,004,773.					
	g	Noncash contributions included in lines 1a-1f: \$	1,141,337.					
	h	Total. Add lines 1a-1f ▶		128,755,385.				
	Program Service Revenue				Business Code			
		2a						
b								
c								
d								
e								
f		All other program service revenue						
g	Total. Add lines 2a-2f ▶			NONE				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶		31,804.			31,804.	
	4	Income from investment of tax-exempt bond proceeds . . . ▶		NONE				
	5	Royalties ▶		4,616,176.			4,616,176.	
			(i) Real (ii) Personal					
	6a	Gross Rents						
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) ▶			NONE			
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other					
				33,952.				
	b	Less: cost or other basis and sales expenses			201,822.			
	c	Gain or (loss)			-167,870.			
	d	Net gain or (loss) ▶			-167,870.		-167,870.	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18. a						
	b	Less: direct expenses b						
	c	Net income or (loss) from fundraising events ▶			NONE			
	9a	Gross income from gaming activities. See Part IV, line 19. a						
b	Less: direct expenses b							
c	Net income or (loss) from gaming activities ▶			NONE				
10a	Gross sales of inventory, less returns and allowances a							
b	Less: cost of goods sold b							
c	Net income or (loss) from sales of inventory ▶			NONE				
Miscellaneous Revenue			Business Code					
11a	ADVERTISING REVENUE	511120		2,821,796.		2,821,796.		
b	MISCELLANEOUS			18,976.			18,976.	
c								
d	All other revenue							
e	Total. Add lines 11a-11d ▶			2,840,772.				
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶			136,076,267.		2,821,796.	4,499,086.	

Part IX Statement of Functional Expenses

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

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	NONE	NONE		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	10,381,418.	10,381,418.		
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	2,678,593.	648,763.	1,424,580.	605,250.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages	32,851,297.	23,741,198.	972,597.	8,137,502.
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	3,752,146.	2,531,476.	242,971.	977,699.
9 Other employee benefits	1,636,875.	1,239,841.	-89,723.	486,757.
10 Payroll taxes	2,816,527.	1,961,264.	148,019.	707,244.
11 Fees for services (non-employees):				
a Management	20,049.			20,049.
b Legal	93,847.	3,303.	90,544.	
c Accounting	185,175.		185,175.	
d Lobbying	NONE			
e Professional fundraising services. See Part IV, line 17	842,104.			842,104.
f Investment management fees	NONE			
g Other	2,032,793.	1,566,011.	68,845.	397,937.
12 Advertising and promotion	707,478.	63,715.	661.	643,102.
13 Office expenses	5,601,174.	4,408,586.	119,797.	1,072,791.
14 Information technology	1,498,211.	930,927.	95,940.	471,344.
15 Royalties	NONE			
16 Occupancy	1,986,441.	1,312,289.	189,358.	484,794.
17 Travel	3,290,251.	1,319,644.	197,497.	1,773,110.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	227,941.	202,916.	15,303.	9,722.
20 Interest	132,676.		132,676.	
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization . . .	1,658,900.	1,401,188.	60,376.	197,336.
23 Insurance	445,285.	295,015.	37,279.	112,991.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a HABITAT_DEVELOPMENT -----	56,496,455.	56,496,455.		
b POSTAGE_AND_SHIPPING -----	3,585,791.	702,477.		2,883,314.
c PRINTING_AND_PUBLISHING -----	2,473,038.			2,473,038.
d DIRECT_RESPONSE_OTHER -----	2,246,470.			2,246,470.
e MAILING_LIST_RENTAL -----	376,555.			376,555.
f All other expenses -----	649,361.	211,030.	159,285.	279,046.
25 Total functional expenses. Add lines 1 through 24f	138,666,851.	109,417,516.	4,051,180.	25,198,155.
26 Joint Costs. Check here <input checked="" type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	16,134,000.	6,453,000.		9,681,000.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	157,360.	1	330,047.
	2 Savings and temporary cash investments	7,088,107.	2	6,828,459.
	3 Pledges and grants receivable, net	41,766,080.	3	41,229,577.
	4 Accounts receivable, net	5,916,792.	4	5,635,683.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sales or use	6,907,447.	8	5,617,810.
	9 Prepaid expenses and deferred charges SFMT. 3	1,260,737.	9	1,622,371.
	10a Land, buildings, and equipment: cost basis 10a 30,772,608.			
	b Less: accumulated depreciation. Complete Part VI of Schedule D. 10b 20,745,690.	10,891,505.	10c	10,026,918.
	11 Investments - publicly traded securities. SFMT. 4	5,687,743.	11	1,921,844.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,344,807.	15	1,335,862.
16 Total assets. Add lines 1 through 15 (must equal line 34)	81,020,578.	16	74,548,571.	
Liabilities	17 Accounts payable and accrued expenses	11,581,101.	17	9,463,293.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties SFMT. 5	352,208.	23	172,000.
	24 Unsecured notes and loans payable.		24	
	25 Other liabilities. Complete Part X of Schedule D	23,565,725.	25	26,450,166.
	26 Total liabilities. Add lines 17 through 25.	35,499,034.	26	36,085,459.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-12,542,199.	27	-23,523,745.
	28 Temporarily restricted net assets	56,845,475.	28	59,664,973.
	29 Permanently restricted net assets	1,218,268.	29	2,321,884.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	45,521,544.	33	38,463,112.
	34 Total liabilities and net assets/fund balances	81,020,578.	34	74,548,571.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
b	If "Yes," did the organization undergo the required audit or audits?	X	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

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

Name of the organization DUCKS UNLIMITED, INC	Employer identification number 13-5643799
---	---

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

The organization is not a private foundation because it is: (Please check only **one** organization.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally Integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (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?

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1-3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (See instructions.); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Description, Percentage. Rows include: 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) 90.65%; 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f 92.99%; 16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization; 16b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

Section A. Public Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Line number, Percentage. Rows include: 15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)); 16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line number, Percentage. Rows include: 17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)); 18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h.

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.
b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

PART II

LINE 10 CONSISTS OF ADVERTISING REVENUE OF \$2,821,796 FROM THE DUCKS
UNLIMITED MAGAZINE, ROYALTIES FROM OUR LICENSING AGREEMENTS OF \$4,616,176
AND OTHER MISCELLANEOUS INCOME OF \$18,976.

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ To be completed by organizations described below.
▶ Attach to Form 990 or Form 990-EZ.

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

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

Name of organization DUCKS UNLIMITED, INC	Employer identification number 13-5643799
---	---

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.
See the instructions for Schedule C for details.

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

2 Political expenditures ▶ \$ _____

3 Volunteer hours _____

Part I-B To be completed by all organizations exempt under section 501(c)(3).
See the instructions for Schedule C for details.

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

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

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

4a Was a correction made? Yes No

b If "Yes," describe in Part IV.

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).
See the instructions for Schedule C for details.

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

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

3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ▶ \$ _____

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

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

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

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

- A** Check if the filing organization belongs to an affiliated group.
B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. Enter -0- if line g is more than line a														
i	Subtract line 1f from line 1c. Enter -0- if line f is more than line c														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2 a	Lobbying non-taxable amount				
b	Lobbying ceiling amount (150% line 2a, column(e))				
c	Total lobbying expenditures				
d	Grassroots non-taxable amount				
e	Grassroots ceiling amount (150% of line 2d, column (e))				
f	Grassroots lobbying expenditures				

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

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

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

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

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details.

Table with 3 columns: Question, Yes, No. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); a Current year; b Carryover from last year; c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)

Part IV Supplemental Information

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

Series of horizontal dashed lines for providing supplemental information.

Part IV **Supplemental Information** *(continued)*

[Area with horizontal dashed lines for supplemental information.]

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Name of the organization

Employer identification number

DUCKS UNLIMITED, INC

13-5643799

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

Table with 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor advisement.

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

Table with 3 columns: Question number, Description, Held at the End of the Year. Rows include purpose(s) of easements, number of easements, acreage, and monitoring details.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 3 columns: Question number, Description, Amount. Rows include reporting requirements for art and historical treasures and amounts received or held.

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other UTILIZED IN EVENT SYSTEM

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

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

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

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

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

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

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

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

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	15,069,715.				
b Contributions	2,002,415.				
c Investment earnings or losses	-3,872,839.				
d Grants or scholarships					
e Other expenditures for facilities and programs	83,357.				
f Administrative expenses					
g End of year balance	13,115,934.				

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

- a Board designated or quasi-endowment ▶ 82.3000 %
- b Permanent endowment ▶ 17.7000 %
- c Term endowment ▶ _____ %

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		1,405,264.		1,405,264.
b Buildings		12,029,285.	5,863,074.	6,166,211.
c Leasehold improvements		361,123.	288,541.	72,582.
d Equipment		16,976,936.	14,594,075.	2,382,861.
e Other				
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				10,026,918.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other _____		

Total. (Column (b) should equal Form 990, Part X, col. (B) line 12.) ▶		

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

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

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

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

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

(a) Description of liability	(b) Amount	
Federal income taxes		
CHARITABLE REMAINDER TRUST CLAIRMON	181,545.	
CHARITABLE GIFT ANNUITY RESERVE	441,870.	
COMPENSATION AND RELATED ACCRUALS	3,836,293.	
PENSION AND DEFERRED COMPENSATION ACCRUALS	18,007,373.	
ACCRUED POSTRETIREMENT BENEFITS	3,983,085.	
Total. (Column (b) should equal Form 990, Part X, col. (B) line 25.) ▶	26,450,166.	

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

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

Table with 10 rows for Part XI reconciliation. Line 1: Total revenue 136,076,267. Line 2: Total expenses 138,666,851. Line 3: Excess or (deficit) for the year -2,590,584. Line 4: Net unrealized gains 226,503. Line 9: Total adjustments (net) 226,503. Line 10: Excess or (deficit) for the year per financial statements -2,364,081.

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

Table with 5 main rows for Part XII reconciliation. Line 1: Total revenue 136,302,770. Line 2e: Add lines 2a through 2d 226,503. Line 3: Subtract line 2e from line 1 136,076,267. Line 4c: Add lines 4a and 4b. Line 5: Total revenue 136,076,267.

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

Table with 5 main rows for Part XIII reconciliation. Line 1: Total expenses 138,666,851. Line 2e: Add lines 2a through 2d. Line 3: Subtract line 2e from line 1 138,666,851. Line 4c: Add lines 4a and 4b. Line 5: Total expenses 138,666,851.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

PART III

PART III) COLLECTIONS OF ART AND OTHER SIMILAR ASSETS ARE HELD IN DISPLAY AT DUCKS UNLIMITED OFFICES FOR THE EDUCATION OF MEMBERS, VOLUNTEERS, AND THE GENERAL PUBLIC OF THE CRITICAL NEED FOR WETLANDS AND ASSOCIATED UPLANDS HABITAT RESTORATION.

PART V) THE CURRENT FUND BALANCES SUPPORT PROGRAM WORK IN MONITORING EASEMENTS, LAND ACQUISITIONS, WETLANDS RESTORATION AND RESEARCH. DUCKS UNLIMITED WILL WORK WITH PROSPECTIVE DONORS ON THE TERMS AND CONDITIONS OF OTHER ENDOWMENT FUNDS, INCLUDING NAMED FUNDS, PROVIDED THEY SUPPORT APPROPRIATE CONSERVATION, PUBLIC POLICY, OR RESEARCH ACTIVITIES.

**Schedule F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

DUCKS UNLIMITED, INC

Employer identification number

13-5643799

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
NORTH AMERICA	NONE	NONE	GRANTMAKING	WETLANDS/WATERFOWL	10,381,418.
Totals ▶	NONE	NONE			10,381,418.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule F (Form 990) 2008**

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000
 Use Schedule F-1 (Form 990) if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			NORTH AMERICA	INVOICE COST	7,503,373.	WIRE	2,878,045.	INVENTORY	INVOICE COS

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Supplemental Information

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

PART I, LINE 2: -----

PART I, LINE 2: DUCKS UNLIMITED CANADA (DUC) AND DUCKS UNLIMITED MEXICO
(DUMAC) ARE AFFILIATE ORGANIZATIONS OF DUCKS UNLIMITED, INC. (DUI). AS
SUCH, THERE ARE BOARD MEMBERS OF EACH OF THESE ORGANIZATIONS THAT ARE
ALSO STAFF AND BOARD MEMBERS OF DUI. MONITORING IS ACCOMPLISHED THROUGH
PARTICIPATION IN BOARD MEETINGS AND DETAILED REPORTING OF OPERATIONS
FINANCIAL RESULTS, WHICH INCLUDES USES OF GRANTS.

SCHEDULE G

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2008

Open To Public
Inspection

Name of the organization

DUCKS UNLIMITED, INC

Employer identification number

13-5643799

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

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

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

Table with 6 columns: (i) Name of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col. (i), (vi) Amount paid to (or retained by) organization. Rows include EDGE DIRECT, LLC; BARTON COTTON; BENTZ, WHALEY, FLESSNER; and a Total row.

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

AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))	
		(event type)	(event type)	(total number)		
Revenue	1 Gross receipts					
	2 Less: Charitable contributions					
	3 Gross revenue (line 1 minus line 2)					
Direct Expenses	4 Cash prizes					
	5 Non-cash prizes					
	6 Rent/facility costs					
	7 Other direct expenses					
	8 Direct expense summary. Add lines 4 through 7 in column (d)					()
9 Net income summary. Combine lines 3 and 8 in column (d)						()

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))	
Revenue	1 Gross revenue					
	2 Cash prizes					
Direct Expenses	3 Non-cash prizes					
	4 Rent/facility costs					
	5 Other direct expenses					
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No		
	7 Direct expense summary. Add lines 2 through 5 in column (d)					()
8 Net gaming income summary. Combine lines 1 and 7 in column (d)						()

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

			Yes	No
13	Indicate the percentage of gaming activity operated in:			
a	The organization's facility	13a	%	
b	An outside facility	13b	%	
14	Provide the name and address of the person who prepares the organization's gaming/special event books and records:			
	Name ▶ _____			
	Address ▶ _____			
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	15a		
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.			
c	If "Yes," enter name and address:			
	Name ▶ _____			
	Address ▶ _____			
16	Gaming manager information:			
	Name ▶ _____			
	Gaming manager compensation ▶ \$ _____			
	Description of services provided ▶ _____			
	<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor			
17	Mandatory distributions:			
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	17a		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____			

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Attach to Form 990. To be completed by organizations
that answered "Yes" to Form 990, Part IV, line 23.

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

DUCKS UNLIMITED, INC

Employer identification number

13-5643799

Part I Questions Regarding Compensation

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.

- | | | | |
|-------------------------------------|---|-------------------------------------|---|
| <input type="checkbox"/> | First-class or charter travel | <input checked="" type="checkbox"/> | Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> | Travel for companions | <input type="checkbox"/> | Payments for business use of personal residence |
| <input checked="" type="checkbox"/> | Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> | Health or social club dues or initiation fees |
| <input type="checkbox"/> | Discretionary spending account | <input type="checkbox"/> | Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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?

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.

- | | | | |
|-------------------------------------|-------------------------------------|-------------------------------------|---|
| <input checked="" type="checkbox"/> | Compensation committee | <input checked="" type="checkbox"/> | Written employment contract |
| <input checked="" type="checkbox"/> | Independent compensation consultant | <input checked="" type="checkbox"/> | Compensation survey or study |
| <input type="checkbox"/> | Form 990 of other organizations | <input checked="" type="checkbox"/> | Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

	Yes	No
1b		X
2	X	
4a	X	
4b	X	
4c		X
5a	X	
5b		X
6a	X	
6b		X
7		X
8		X

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

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
DONALD A YOUNG	(i)	282,377.	39,036.	19,471.	10,995.	351,879.	412,282.
	(ii)						
RANDY L GRAVES	(i)	219,057.	33,334.	14,469.	10,995.	277,855.	291,289.
	(ii)						
WILLIAM A WENTZ	(i)	225,525.	32,996.	14,469.	10,995.	283,985.	296,977.
	(ii)						
DANIEL P THIEL	(i)	166,256.	11,924.	8,545.	10,995.	197,720.	210,256.
	(ii)						
JAMES C WEST	(i)	150,643.	8,708.	11,667.	10,995.	182,013.	172,928.
	(ii)						
KENNETH M.BABCOCK	(i)	161,623.	8,969.	11,073.	10,995.	192,660.	
	(ii)						
JAMES C BOYD	(i)	155,628.	11,527.	12,063.	10,995.	190,213.	209,909.
	(ii)						
RUDOLPH A ROSEN	(i)	154,986.	9,008.	11,235.	10,995.	186,224.	
	(ii)						
ROBERT D MIMS	(i)	150,513.	9,631.	11,828.	10,995.	182,967.	
	(ii)						
WAYNE A DIERKS	(i)	143,164.	10,601.	11,518.	10,995.	176,278.	
	(ii)						
JAMES L YOUNG	(i)	122,169.	14,710.	76,976.	10,995.	224,850.	242,847.
	(ii)						
MATHEW B CONNOLLY	(i)			106,332.		106,332.	106,332.
	(ii)						
DALE WHITESELL	(i)			22,627.		22,627.	22,627.
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

Part III Supplemental Information

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

1A

TRAVEL FOR COMPANIONS - OUR EXECUTIVE VICE PRESIDENT WOULD REQUEST FROM THE BOARD THAT HIS WIFE'S AIRLINE TICKET BE PAID FOR BY THE COMPANY FOR CONVENTIONS AS HER PARTICIPATION AND CONTRIBUTIONS TO THE EVENTS WERE IMPORTANT. HOUSING ALLOWANCE - ONE OF OUR DIRECTORS FOR CONSERVATION WAS ASKED TO TEMPORARILY RELOCATE AND IS ON A LIMITED HOUSING ALLOWANCE DUE TO A NEED FOR HIS EXPERTISE AT DUI HOME OFFICE. HEALTH AND SOCIAL CLUB DUES - THE DUI EXECUTIVE VICE PRESIDENT HAS A HEALTH CLUB MEMBERSHIP, WHICH WAS NECESSITATED BY A JOB-RELATED INJURY.

TAX INDEMNIFICATION AND GROSS-UP PAYMENTS-DUI EXECUTIVE VICE PRESIDENT HAS RECEIVED TAX INDEMNIFICATION FOR HIS NON-QUALIFIED PENSION PLAN. THE PAYMENTS WERE PART OF AN ORAL AGREEMENT UPON HIS EMPLOYMENT AND ARE INCLUDED IN HIS TAXABLE INCOME.

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.

5A & 6A

ALL EMPLOYEES PARTICIPATE IN A VARIABLE COMPENSATION PLAN THAT IS BASED

ON MEETING BUDGETED GOALS FOR REVENUE, INCOME, MEMBERSHIP, AND ACRES

PROTECTED.

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the Organization

Employer Identification number

DUCKS UNLIMITED, INC

13-5643799

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BRUCE LEWIS PRESIDENT	10.	X		X						
JAMES HULBERT CHAIRMAN OF BOARD OF DIRECTORS	5.	X		X						
DONALD A YOUNG EXECUTIVE VICE PRESIDENT	40.	X		X	X		321,413.		30,466.	
JOHN R POPE FIRST VICE PRESIDENT	10.	X		X						
STEPHEN C REYNOLDS SECRETARY	5.	X		X						
JOHN W NEWMAN TREASURER	5.	X		X						
JOHN W CHILDS PRESIDENT WETLANDS AMRCA TRUST	5.	X		X						
BILL D'ALONZO ASSISTANT TREASURER	5.	X		X						
STANLEY C HUNER ASSISTANT TREASURER	5.	X		X						
RICHARD S JOHNSON ASSISTANT TREASURER	5.	X		X						
PETER KINGMAN ASSISTANT TREASURER	5.	X		X						
BOB HESTER ASSISTANT TREASURER	5.	X		X						
JAMES R SOWERS ASSISTANT TREASURER	5.	X		X						
PAUL BONDERSON SR. VP, REGION 1	5.	X		X						
BRUCE POSEY SR. VP, REGION 2	5.	X		X						
KEN DURDAHL SR. VP, REGION 3	5.	X		X						
STEVE MARASOVICH JR SR. VP, REGION 4	5.	X		X						
LON KNOEDLER SR. VP, REGION 5	5.	X		X						
DOUG BURCH SR. VP, REGION 6	5.	X		X						
JACK MOSS SR. VP, REGION 7	5.	X		X						
JIMMY FLYNN SR. VP, REGION 8	5.	X		X						

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

Schedule J-2 (Form 990) 2008

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the Organization

Employer Identification number

DUCKS UNLIMITED, INC

13-5643799

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MIKE PANOS SR. VP, REGION 9	5.	X		X						
GEORGE DUNKLIN JR SR. VP, CONSERVATION PROGRAMS	5.	X		X						
A KEL LONG III SR. VP, DEVELOPMENT	5.	X		X						
ROGERS HOYT JR SR. VP, EVENT\VOLUNTEER MNGMT	5.	X		X						
DOUG SCHOENROCK SR. VP, CORPORATE RELATIONS	5.	X		X						
JARED BROWN SR. VP, MARKETING/COMMUNICATION	5.	X		X						
SANDRA BEITZEL SR. VP, MEMBERSHIP	5.	X		X						
CARLA HOPP SR. VP, YOUTH & EDUCATION	5.	X		X						
ALAN HOPP REGIONAL VP, REGION 1	5.	X		X						
KYLE SWANSON REGIONAL VP, REGION 1	5.	X		X						
BRAD BILLINGSLY REGIONAL VP, REGION 2	5.	X		X						
RICK BERG REGIONAL VP, REGION 3	5.	X		X						
WILLIAM C ANSELL REGIONAL VP, REGION 4	5.	X		X						
REX SCHULZ REGIONAL VP, REGION 5	5.	X		X						
KEITH HELLAND REGIONAL VP, REGION 6	5.	X		X						
HJ ELIZONDO REGIONAL VP, REGION 7	5.	X		X						
CHRIS TRACY REGIONAL VP, REGION 8	5.	X		X						
JOHN CUSHMAN REGIONAL VP, REGION 9	5.	X		X						
PETER T MACGAFFIN REGIONAL VP, REGION 9	5.	X		X						
LLOYD GOODE REGIONAL VP, REGION 10	5.	X		X						
RON BARTELS AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						

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

Schedule J-2 (Form 990) 2008

JSA
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**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the Organization

Employer Identification number

DUCKS UNLIMITED, INC

13-5643799

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MIKE BENGE ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
DAVID BLAKEMORE ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
STEVE COOK ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
PETER H COORS ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
BRUCE B DEADMAN ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
TERRY FUCHS ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
LYNDON IBELE ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
LJ MAYEUX JR MD ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
JOE MAZON ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
KEVIN O'DONOVAN ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
JIM PIKE ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
DICK RIGGS ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
RONAL ROBERSON ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
CLAY ROGERS ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
JOHN SAMPSON ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
BILL SHORT ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
NORA TAYLOR ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
JULIUS WALL ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
MIKE WOODWARD ----- AT-LARGE MBR BOARD OF DIRECTOR	5.	X		X						
JOHN TOMKE ----- DUCKS UNLIMITED DE MEXICO	5.	X		X						
PETER CARTON ----- DUCKS UNLIMITED CANADA	5.	X		X						

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

Schedule J-2 (Form 990) 2008

JSA
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**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the Organization

Employer Identification number

DUCKS UNLIMITED, INC

13-5643799

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
NEIL DOWNEY DUCKS UNLIMITED CANADA		X		X						
JACK H HOLE DUCKS UNLIMITED CANADA		X		X						
RANDY L GRAVES CFO/EXEC SEC/ASST. TREAS.	40.			X	X		252,391.		25,464.	
JIM FLOOD ASST SECRETARY	40.			X			123,114.		21,188.	
WILLIAM A WENTZ SENIOR GROUP MANAGER	40.				X		258,521.		25,464.	
DANIEL P THIEL GROUP MANAGER	40.				X		178,180.		19,540.	
JAMES C WEST GROUP MANAGER	40.				X		159,351.		22,662.	
KENNETH M. BABCOCK SR DIRECTOR FOR CONSERVATION	40.					X	170,592.		22,068.	
JAMES C BOYD GROUP MANAGER	40.					X	167,155.		23,058.	
RUDOLPH A ROSEN DIRECTOR OF CONSERVATION	40.					X	163,994.		22,230.	
ROBERT D MIMS CONTROLLER	40.					X	160,144.		22,823.	
WAYNE A DIERKS GROUP MANAGER	40.					X	153,765.		22,513.	
JAMES L YOUNG GROUP MANAGER							213,855.		10,995.	
MATHEW B CONNOLLY FORMER EXECUTIVE V PRESIDENT							106,332.			
DALE WHITESELL FORMER EXECUTIVE V PRESIDENT							22,627.			

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons
 ▶ Attach to Form 990 or Form 990-EZ.
 ▶ To be completed by organizations that answered
 "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
 or Form 990-EZ, Part V, lines 38b or 40b.

OMB No. 1545-0047

2008

Open To Public Inspection

Name of the organization DUCKS UNLIMITED, INC	Employer identification number 13-5643799
---	---

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
 To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
 To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total ▶ \$										

Part III Grants or Assistance Benefitting Interested Persons.
 To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance
SUBSTANTIAL CONTRIBUTOR	SUBSTANTIAL CONTRIBUTOR	590. IN KIND WORK

Part IV Business Transactions Involving Interested Persons.
 To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
JAMES PIKE	BOARD MEMBER	296,848.	MERCHANDISE		X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule L (Form 990 or 990-EZ) 2008

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Non-Cash Contributions

▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No. 1545-0047

2008

**Open To Public
Inspection**

Name of the organization

DUCKS UNLIMITED, INC

Employer identification number

13-5643799

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles	X	1	20,600.	MARKET VALUE
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded	X	16	564,482.	MARKET VALUE
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other	X	1	505,000.	APPRAISAL
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (MATERIALS)	X	3	51,255.	COST
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 20

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

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

Schedule M (Form 990) 2008

JSA

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Part II

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

32B) -----

DUCKS UNLIMITED UTILIZES TWO BROKERAGE FIRMS TO PROCESS AND LIQUIDATE -----

GIFTS OF MARKETABLE SECURITIES. -----

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ **Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.**

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

DUCKS UNLIMITED, INC

Employer identification number

13-5643799

PART III, 4D)

PART III, 4D) DUCKS UNLIMITED MAINTAINS A PUBLIC POLICY PRESENCE IN

WASHINGTON, DC BECAUSE OF CRITICAL IMPORTANCE OF PUBLIC POLICY TO

MAINTAINING WETLANDS AND ECOSYSTEMS TO SUPPORT MIGRATORY WATERFOWL.

Name of the organization DUCKS UNLIMITED, INC	Employer identification number 13-5643799
--	--

PART VI, 6, 7A, 10, 12C, 15A&B)

PART VI, 6) DUCKS UNLIMITED HAS A CURRENT MEMBERSHIP OF 690,000.

PART VI, 10) A COPY OF THE 990 IS DISTRIBUTED TO A COMMITTEE MADE UP OF A NUMBER OF KEY BOARD MEMBERS (PERSONNEL POLICY COMMITTEE). ONCE THE COMMITTEE HAS HAD ENOUGH TIME TO REVIEW THE 990, A COMMITTEE MEETING IS HELD TO REVIEW AND APPROVE THE 990 FILING.

PART VI, 12C) EMPLOYEE COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY IS REGULARLY AND CONSISTENTLY MONITORED VIA AN ANNUAL CONFLICT OF INTEREST SURVEY. ALL EMPLOYEES ARE REQUIRED TO DISCLOSE POTENTIAL CONFLICTS TO AN INDEPENDENT PARTY, THE COMPANY INTERNAL AUDITOR. IF A CONFLICT IS NOTED DURING THIS PROCESS, IT IS RESOLVED THROUGH DISCUSSIONS WITH UPPER MANAGEMENT, HUMAN RESOURCES, THE EMPLOYEE, HIS\HER DIRECT SUPERVISOR AND THE INTERNAL AUDITOR.

BOARD MEMBERS AND COMMITTEE MEMBERS ARE REQUIRED TO PRESENT ANY POSSIBLE CONFLICTS OF INTEREST TO THE BOARD OF GOVERNANCE COMMITTEE WHO THEN MAKES A RULING ON WHETHER CONFLICT OF INTEREST REALLY EXISTS. IF THERE IS A CONFLICT, THE COMMITTEE PRESENTS THE FACTS AND SUGGESTED RESOLUTION TO THE BOARD OF DIRECTORS FOR VOTE.

PART VI, 15A&B) AN INDEPENDENT CONSULTANT SPECIALIZING IN EXECUTIVE COMPENSATION PLANS SURVEYED SIMILAR NOT-FOR-PROFIT CORPORATIONS FOR THEIR COMPENSATION PLANS FOR TOP EXECUTIVES. THE RESULTS OF THE SURVEY WERE UTILIZED BY THE PERSONNEL POLICY COMMITTEE, WHOSE OBJECTIVE IS TO MAKE RECOMMENDATIONS TO THE BOARD OF DIRECTORS REGARDING PERSONNEL POLICIES AND

Name of the organization

Employer identification number

DUCKS UNLIMITED, INC

13-5643799

BENEFITS.

Area with horizontal dashed lines for text entry.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2008

**Open to Public
Inspection**

▶ **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **See separate instructions.**

Name of the organization

DUCKS UNLIMITED, INC

Employer identification number

13-5643799

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
WETLANDS AMERICA TRUST _____ 36-3330394 ONE WATERFOWL WAY _____ MEMPHIS, TN 38129	CONSERVATION	DC	501 (C) 3	11A	N/A

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

Schedule R (Form 990) 2008

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?	
							Yes	No		Yes	No

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

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV.

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

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

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) WETLANDS AMERICA TRUST	1D	545,025.
(2)		
(3)		
(4)		
(5)		
(6)		

FORM 990, PART VI, LINE 17 - STATES

=====

AL, AK, AZ, AR, CA, CO, CT,
DC, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI,
MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,
RI, SC, TN, UT, VA, WA, WV, WI,

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

=====

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
-----	-----	-----
DUTRA CONSTRUCTION CO, INC. 1000 POINT SAN PEDRO RD SAN RAFAEL, CA 94901	HABITAT RESTORATION	2,993,115.
EAGLE VIEW CONTRACTORS, INC. 1501 STATE HWY 168 MOAPA, NV 89025	HABITAT RESTORATION	2,567,171.
MOORE WALLACE CO, INC. P.O. BOX 93514 CHICAGO, IL 60673	PRINTING	2,520,391.
FRY COMMUNICATIONS, INC. 800 WEST CHURCH RD. MECHANICSBURG, PA 17055	PRINTING	1,589,385.
FOUR M CONTRACTING, INC. 420 NIEMANN ST. WINTERS, CA 95694	HABITAT RESTORATION	1,496,583.
TOTAL COMPENSATION		----- 11,166,645. =====

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
SHORT TERM PREPAIDS	1,068,635.
ANNUITY FOR DEFERRED COMP	553,736.
TOTALS	----- 1,622,371. =====

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

=====

DESCRIPTION	ENDING BOOK VALUE	COST OR FMV
-----	-----	-----
CORPORATE NOTES AND BONDS	498,158.	FMV
MARKETABLE SECURITIES	1,423,686.	FMV
TOTALS	----- 1,921,844. =====	

FORM 990, PART X - SECURED MORTGAGES AND NOTES PAYABLE
=====

LENDER: MORTGAGE - BISMARCK OFFICE BUILDING

BEGINNING BALANCE DUE	352,208.
ENDING BALANCE DUE	172,000.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	352,208.
	=====

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	172,000.
	=====



2007 Income Tax Returns

DUCKS UNLIMITED INC.

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

Department of the Treasury
Internal Revenue Service

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

A For the 2007 calendar year, or tax year beginning 07/01, 2007, and ending 06/30/2008

B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending. C Name of organization: DUCKS UNLIMITED INC. D Employer identification number: 13-5643799. E Telephone number: (901) 758-3825. F Accounting method: Cash, Accrual, Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations. H(a) Is this a group return for affiliates? H(b) If "Yes," enter number of affiliates. H(c) Are all affiliates included? H(d) Is this a separate return filed by an organization covered by a group ruling? I Group Exemption Number

G Website: WWW.DUCKS.ORG

J Organization type (check only one) 501(c)(3) 4947(a)(1) or 527

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

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 151,227,615. M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

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

Table with columns for Revenue, Expenses, and Net Assets. Rows include: 1 Contributions, gifts, grants, and similar amounts received; 2 Program service revenue; 3 Membership dues; 4 Interest on savings; 5 Dividends; 6a Gross rents; 6b Less: rental expenses; 6c Net rental income; 7 Other investment income; 8a Gross amount from sales of assets other; 8b Less: cost or other basis; 8c Gain or (loss); 8d Net gain or (loss); 9 Special events and activities; 9a Gross revenue; 9b Less: direct expenses; 9c Net income; 10a Gross sales of inventory; 10b Less: cost of goods sold; 10c Gross profit or (loss); 11 Other revenue; 12 Total revenue; 13 Program services; 14 Management and general; 15 Fundraising; 16 Payments to affiliates; 17 Total expenses; 18 Excess or (deficit) for the year; 19 Net assets or fund balances at beginning of year; 20 Other changes in net assets; 21 Net assets or fund balances at end of year.

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

Part II Statement of Functional Expenses

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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a	Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b	Other grants and allocations (attach schedule) (cash \$ <u>9,821,350.</u> noncash \$ <u>2,626,274.</u>) If this amount includes foreign grants, check here <input type="checkbox"/>	12,447,624.	12,447,624.	STMT 4	
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25a	Compensation of current officers, directors, key employees, etc. listed in Part V-A	792,503.		792,503.	
25b	Compensation of former officers, directors, key employees, etc. listed in Part V-B	128,959.		128,959.	
25c	Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26	Salaries and wages of employees not included on lines 25a, b, and c	32,673,639.	23,006,436.	1,238,970.	8,428,233.
27	Pension plan contributions not included on lines 25a, b, and c	3,739,239.	2,564,795.	223,933.	950,511.
28	Employee benefits not included on lines 25a - 27	5,878,470.	4,118,263.	272,296.	1,487,911.
29	Payroll taxes	2,763,408.	1,910,403.	160,413.	692,592.
30	Professional fundraising fees				
31	Accounting fees	155,826.		155,826.	
32	Legal fees	166,278.	6,850.	157,867.	1,561.
33	Supplies	928,209.	488,861.	38,749.	400,599.
34	Telephone	990,310.	686,779.	25,197.	278,334.
35	Postage and shipping	6,269,469.	2,133,152.	29,516.	4,106,801.
36	Occupancy	1,965,030.	1,269,528.	210,203.	485,299.
37	Equipment rental and maintenance	1,017,397.	647,069.	44,724.	325,604.
38	Printing and publications	2,134,144.	1,864,895.	42,366.	226,883.
39	Travel	4,298,930.	2,065,810.	179,941.	2,053,179.
40	Conferences, conventions, and meetings	241,630.	178,522.	52,146.	10,962.
41	Interest	279,346.		279,346.	
42	Depreciation, depletion, etc. (attach schedule)	1,779,455.	1,507,109.	55,838.	216,508.
43	Other expenses not covered above (itemize):				
43a	STMT 5	70,999,379.	65,176,249.	414,777.	5,408,353.
43b					
43c					
43d					
43e					
43f					
43g					
44	Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	149,649,245.	120,072,345.	4,503,570.	25,073,330.

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

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ 17,780,000. ; (ii) the amount allocated to Program services \$ 7,112,000. ;
 (iii) the amount allocated to Management and general \$ NONE ; and (iv) the amount allocated to Fundraising \$ 10,668,000.

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? WETLAND AND WATERFOWL CONSERVATION All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a DUCKS UNLIMITED SUPPORTS THE LIFE CYCLE OF WATERFOWL IN NORTH AMERICA BY DEVELOPING, PRESERVING, RESTORING AND MAINTAINING WATERFOWL HABITAT. DIRECT ALLOCATIONS ARE MADE TO AFFILIATED ORGANIZATIONS - DUCKS UNLIMITED CANADA (12,065,895) AND DU MEXICO (381,729). (Grants and allocations \$ 12,447,624.) If this amount includes foreign grants, check here <input checked="" type="checkbox"/>	100,408,622.
b SEE STATEMENT 6 (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	15,113,475.
c DUCKS UNLIMITED PROVIDES MEMBER SERVICES TO APPROXIMATELY 700,000 MEMBERS THROUGH EDUCATIONAL MEMBERSHIP MATERIALS, DUCKS UNLIMITED MAGAZINE, CONSERVATION BROCHURES AND EDUCATIONAL MATERIALS, DUCKS UNLIMITED MAGAZINE, CONSERVATION BROCHURES AND EDUCATIONAL COMPONENTS OF FUND RAISING EVENTS. (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	3,739,729.
d DU MAINTAINS A PUBLIC POLICY PRESENCE IN WASHINGTON, DC BECAUSE OF CRITICAL IMPORTANCE OF PUBLIC POLICY TO MAINTAINING WETLANDS AND ECOSYSTEMS TO SUPPORT MIGRATORY WATERFOWL. DU WORKS CLOSELY WITH THE US FISH AND WILDLIFE SERVICE, AS WELL AS OTHER GOVERNMENT AGENCIES IN DELIVERING CONSERVATION PROGRAMS. (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	810,519.
e Other program services (attach schedule) (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	120,072,345.

Part IV Balance Sheets (See the instructions.)

				(A)		(B)
				Beginning of year		End of year
Assets	45 Cash - non-interest-bearing			539,819.	45	157,360.
	46 Savings and temporary cash investments			8,456,209.	46	7,088,107.
	47a Accounts receivable	47a	6,513,307.			
	b Less: allowance for doubtful accounts	47b	596,515.	4,802,116.	47c	5,916,792.
	48a Pledges receivable	48a	31,433,185.			
	b Less: allowance for doubtful accounts	48b	4,928,640.	29,996,708.	48c	26,504,545.
	49 Grants receivable			23,433,622.	49	15,261,535.
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)				50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)				50b	
	51a Other notes and loans receivable (attach schedule)	51a				
	b Less: allowance for doubtful accounts	51b			51c	
	52 Inventories for sale or use			5,608,092.	52	6,907,447.
	53 Prepaid expenses and deferred charges			785,846.	53	1,260,737.
	54a Investments - publicly-traded securities <small>STMT 8</small>	<input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		2,519,564.	54a	5,687,743.
	b Investments - other securities (attach schedule)	<input type="checkbox"/> Cost <input type="checkbox"/> FMV			54b	
	55a Investments - land, buildings, and equipment: basis	55a	201,041.			
	b Less: accumulated depreciation (attach schedule)	55b		201,041.	55c	201,041.
	56 Investments - other (attach schedule)				56	
	57a Land, buildings, and equipment: basis	57a	30,003,340.			
	b Less: accumulated depreciation (attach schedule)	57b	19,312,876.	10,864,172.	57c	10,690,464.
58 Other assets, including program-related investments (describe <small>STMT 9</small>)			1,278,747.	58	1,344,807.	
59 Total assets (must equal line 74). Add lines 45 through 58			88,485,936.	59	81,020,578.	
Liabilities	60 Accounts payable and accrued expenses			14,780,517.	60	11,581,101.
	61 Grants payable				61	
	62 Deferred revenue				62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64a Tax-exempt bond liabilities (attach schedule)				64a	
	b Mortgages and other notes payable (attach schedule)	<small>STMT 10</small>		4,716,785.	64b	352,208.
	65 Other liabilities (describe <small>STMT 11</small>)			19,986,621.	65	23,565,725.
	66 Total liabilities. Add lines 60 through 65			39,483,923.	66	35,499,034.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.					
	67 Unrestricted			-7,800,543.	67	-12,542,199.
	68 Temporarily restricted			55,817,461.	68	56,845,475.
	69 Permanently restricted			985,095.	69	1,218,268.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.					
	70 Capital stock, trust principal, or current funds				70	
	71 Paid-in or capital surplus, or land, building, and equipment fund				71	
	72 Retained earnings, endowment, accumulated income, or other funds				72	
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)			49,002,013.	73	45,521,544.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73			88,485,936.	74	81,020,578.

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

Table with 5 main rows (a-e) and sub-rows for adjustments. Row a: Total revenue, gains, and other support per audited financial statements. Row b: Amounts included on line a but not on Part I, line 12. Row c: Subtract line b from line a. Row d: Amounts included on Part I, line 12, but not on line a. Row e: Total revenue (Part I, line 12). Add lines c and d.

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

Table with 5 main rows (a-e) and sub-rows for adjustments. Row a: Total expenses and losses per audited financial statements. Row b: Amounts included on line a but not on Part I, line 17. Row c: Subtract line b from line a. Row d: Amounts included on Part I, line 17, but not on line a. Row e: Total expenses (Part I, line 17). Add lines c and d.

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

Table with 5 columns: (A) Name and address, (B) Title and average hours per week devoted to position, (C) Compensation (If not paid, enter -0-), (D) Contributions to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. Row 1: SEE STATEMENT 12, 792,503, 83,996, NONE.

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

	Yes	No
75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 60		
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b	X
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization." If "Yes," attach a statement that includes the information described in the instructions.	75c	X
d Does the organization have a written conflict of interest policy?	75d	X

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

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 23	NONE	128,959.	NONE	NONE

Part VI Other Information (See the instructions.)

	Yes	No
76 Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76	X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	78b	X
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b If "Yes," enter the name of the organization ► WETLANDS AMERICA TRUST, INC. and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt	81a	NONE
81a Enter direct and indirect political expenditures. (See line 81 instructions.)	81a	NONE
b Did the organization file Form 1120-POL for this year?	81b	X

Part VI Other Information (continued)

Table with columns for question ID, question text, and Yes/No columns. Rows include 82a-82b, 83a-83b, 84a-84b, 85a-85f, 86a-86b, 87a-87b, 88a-88b, 89a-89f, and 90a-90b.

Table with columns for question ID, question text, and Yes/No columns. Row 91b: 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...

Part VI Other Information (continued)

c At any time during the calendar year, did the organization maintain an office outside of the United States? **91c** Yes No
 If "Yes," enter the name of the foreign country ▶ _____

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year ▶ **92** | _____ N/A

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

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	78,914.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-10,354.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a _____					
b ADVERTISING	511120	2,859,684.			204,670.
c ROYALTIES	541800	30,000.	15	5,915,542.	
d MEMBER LIST RENTAL			15	718.	
e MISCELLANEOUS			03	-7,836.	
104 Subtotal (add columns (B), (D), and (E))		2,889,684.		5,976,984.	204,670.
105 Total (add line 104, columns (B), (D), and (E)) ▶					9,071,338.

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

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

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
103	IN HOUSE ADVERTISING FOR THE PURPOSE OF PROMOTING DUCKS UNLIMITED EXEMPT ACTIVITIES TO MEMBERS.

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

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

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

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

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

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

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

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

Yes	No
	X

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

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

Yes	No
	X

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

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

Yes	No
	N/A

Please Sign Here

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

Signature of officer _____ Date _____
 Type or print name and title _____

Paid Preparer's Use Only

Preparer's signature <input type="checkbox"/>	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. X) P00789334
Firm's name (or yours if self-employed), address, and ZIP + 4 <input type="checkbox"/>	KPMG LLP 50 NORTH FRONT STREET, SUITE 900 MEMPHIS, TN 38103		EIN <input type="checkbox"/> 13-5565207 Phone no. <input type="checkbox"/> 901-523-3131

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

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

OMB No. 1545-0047

2007

Department of the Treasury
Internal Revenue Service

Supplementary Information - (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

Employer identification number

DUCKS UNLIMITED INC.

13-5643799

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
W. ALAN WENTZ MEMPHIS, TN	SENIOR GROUP MANAGER 40.00	269,198.	27,779.	
JAMES YOUNG MEMPHIS, TN	GROUP MANAGER-FUND 40.00	222,458.	20,389.	
DAN THIEL MEMPHIS, TN	GROUP MGR-DEVELOPMEN 40.00	191,615.	18,641.	
JAMES BOYD MEMPHIS, TN	GROUP-MGR INFO SRVC. 40.00	186,620.	23,289.	
JEFFREY NELSON BISMARCK, ND	GROUP MGR-PLAINS 40.00	176,863.	22,420.	
Total number of other employees paid over \$50,000 . . ▶	338			

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
HEWITT ASSOCIATES, LLC CHICAGO, IL	ACTUARIAL	130,062.
JONES & STOKES PHILADELPHIA, PA	ENGINEERS/CONSULTANT	197,002.
BLUE CROSS BLUE SHIELD OF TN CHATANOOGA, TN	INSURANCE MANAGEMENT	241,122.
KPMG LLP DALLAS, TX	ACCOUNTING/AUDIT	117,578.
BASS, BERRY & SIMS, PLC NASHVILLE, TN	LEGAL	109,743.
Total number of others receiving over \$50,000 for professional services ▶	11	

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
GHILOTTI_BROS./COOPER CRANE JV NOVATO, CA	HABITAT CONSTRUCTION	3,947,355.
MOORE WALLACE CHICAGO, IL	RESPONSE MKTG SRVCS	2,206,167.
UNITED PARCEL SERVICES CAROL STREAMS, IL	DELIVERY SERVICES	1,355,306.
EAGLE VIEW CONTRACTORS MAOPA, NV	HABITAT CONSTRUCTION	1,177,465.
FOUR M CONTRACTING WINTERS, CA	HABITAT CONSTRUCTION	1,138,858.
Total number of other contractors receiving over \$50,000 for other services ▶	140	

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

Schedule A (Form 990 or 990-EZ) 2007

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

Table with 3 columns: Question, Yes, No. Rows include: 1. Lobbying activities (Yes: X); 2. Engaged in acts with contributors (a-e); 3a-d. Grants and other activities; 4a-c. Donor advised funds; 4d-g. Total number and aggregate value of funds.

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

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

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

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

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

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

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

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

Table with columns: Calendar year (or fiscal year beginning in), (a) 2006, (b) 2005, (c) 2004, (d) 2003, (e) Total. Rows include: 15 Gifts, grants, and contributions received; 16 Membership fees received; 17 Gross receipts from admissions, merchandise sold or services performed; 18 Gross income from interest, dividends; 19 Net income from unrelated business activities; 20 Tax revenues levied for the organization's benefit; 21 The value of services or facilities furnished; 22 Other income; 23 Total of lines 15 through 22; 24 Line 23 minus line 17; 25 Enter 1% of line 23; 26 Organizations described on lines 10 or 11; 27 Organizations described on line 12; 28 Unusual Grants.

Part V Private School Questionnaire (See page 9 of the instructions.) NOT APPLICABLE
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

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

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

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

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

Limits on Lobbying Expenditures

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

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

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

4-Year Averaging Period Under Section 501(h)

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

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

Part VI-B Lobbying Activity by Nonelecting Public Charities

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

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers	X		
b Paid staff or management (Include compensation in expenses reported on lines c through h.)	X		
c Media advertisements		X	
d Mailings to members, legislators, or the public	X		14,302.
e Publications, or published or broadcast statements	X		154,097.
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body	X		331,082.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			499,481.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities. **STMT 26**

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 14 of the instructions.)

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

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(i) Cash		N/A	
(ii) Other assets		N/A	
b Other transactions:			
(i) Sales or exchanges of assets with a noncharitable exempt organization		N/A	
(ii) Purchases of assets from a noncharitable exempt organization		N/A	
(iii) Rental of facilities, equipment, or other assets		N/A	
(iv) Reimbursement arrangements		N/A	
(v) Loans or loan guarantees		N/A	
(vi) Performance of services or membership or fundraising solicitations		N/A	
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		N/A	

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? N/A Yes No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Schedule B

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

Schedule of Contributors

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

OMB No. 1545-0047

2007

Name of organization

DUCKS UNLIMITED INC.

Employer identification number

13-5643799

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

General Rule -

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

Special Rules -

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

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

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

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

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

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

Name of organization DUCKS UNLIMITED INC.

Employer identification number

13-5643799

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<p>THE PEW CHARITABLE TRUSTS</p> <hr/> <p>2005 MARKET ST., STE. 1700</p> <hr/> <p>PHILADELPHIA, PA 19103-7017</p>	\$ 5,250,000.	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	\$ 	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	\$ 	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	\$ 	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	\$ 	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
	<hr/> <hr/> <hr/>	\$ 	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>

FORM 990, PART I - INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION	AMOUNT
-----	-----
INTEREST INCOME	78,914.

TOTAL	78,914.
	=====

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

DESCRIPTION -----	AMOUNT -----
MAJOR CONSERVATION GIFTS	40,701,400.
HABITAT CONSERVATION GIFTS	2,322,652.
OTHER REVENUES - EVENTS	225,498.
STRATEGIC CONSERVATION INITIATIVE FUND	857,667.
RESTRICTED MAJOR CONSERVATION GIFTS	233,173.

TOTAL	44,340,390.
	=====

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES

DESCRIPTION -----	AMOUNT -----
CHARITABLE GIFT ANNUITY	46,345.
PENSION PLAN LIABILITY ADJUSTMENT	6,201,678.
UNREALIZED GAINS/LOSSES ON INVESTMENTS CARRIED AT MARKET VALUE	90,949.
NET ASSETS RELEASED FROM RESTRICTIONS	
PROGRAM RESTRICTIONS SATISFIED	21,732,806.
EXPIRATION OF TIME RESTRICTIONS	21,300,052.

TOTAL	49,371,830.
	=====

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

=====

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
-----	-----	-----	-----
GRANTS PAID			
=====			
DUCKS UNLIMITED CANADA			12,065,895.
DUCKS UNLIMITED MEXICO/LATIN AMERICA			381,729.
		TOTAL CONTRIBUTIONS PAID	12,447,624.
			----- =====

FORM 990, PART II - OTHER EXPENSES

=====

DESCRIPTION -----	TOTAL -----	PROGRAM SERVICES -----	MANAGEMENT AND GENERAL -----	FUNDRAISING -----
ADVERTISING	842,357.	158,481.	3,718.	680,158.
CONTRACT SERVICES	7,149,465.	2,682,987.	160,456.	4,306,022.
EQUIPMENT PURCHASES	339,020.	240,290.	15,914.	82,816.
INSURANCE	65,519.	13,387.	670.	51,462.
MISCELLANEOUS	868,372.	458,098.	183,118.	227,156.
OTHER PROFESSIONAL FEES	331,984.	288,721.	37,194.	6,069.
TAXES AND LICENSES	179,820.	114,784.	13,707.	51,329.
HABITAT DEVELOPMENT	61,222,842.	61,219,501.		3,341.
	-----	-----	-----	-----
TOTALS	70,999,379.	65,176,249.	414,777.	5,408,353.
	=====	=====	=====	=====

FORM 990, PART III - PROGRAM SERVICE ACCOMPLISHMENTS
=====

PROGRAM SERVICE ACCOMPLISHMENT B

EDUCATING THE PUBLIC ABOUT WETLANDS AND WATERFOWL
MANAGEMENT IS A CRITICAL COMPONENT OF SUSTAINING THE LIFE
CYCLE NEEDS OF MIGRATORY WATERFOWL. ACTIVITIES INCLUDE
WETLANDS DEMONSTRATIONS, EDUCATIONAL LITERATURE,
INTERPRETIVE CENTER, YOUTH PROGRAMS AND OUTDOOR
CONSERVATION EXHIBITS.

FORM 990, PART IV - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
SHORT TERM PREPAIDS	658,149.
ANNUITY FOR DEFERRED COMP	602,588.
TOTALS	----- 1,260,737. =====

FORM 990, PART IV - INVESTMENTS - PUBLICLY TRADED SECURITIES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	COST OR FMV -----
CERTIFICATES OF DEPOSIT	NONE	FMV
U. S. TREASURY OBLIGATIONS	491,115.	FMV
MARKETABLE SECURITIES	5,196,628.	FMV
MONEY MARKETS	NONE	FMV

TOTALS	5,687,743.	
	=====	

FORM 990, PART IV - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
TANGIBLE GIFTS (NET)	1,344,807.
TOTALS	----- 1,344,807. =====

FORM 990, PART IV - MORTGAGES AND OTHER NOTES PAYABLE

=====

LENDER: NONE PAYABLE - LINE OF CREDIT

BEGINNING BALANCE DUE 2,000,000.

LENDER: NOTE PAYABLE - POPLAR GROVE

BEGINNING BALANCE DUE 2,200,000.

LENDER: MORTGAGE - BISMARCK OFFICE BUILDING

BEGINNING BALANCE DUE 516,785.

ENDING BALANCE DUE 352,208.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE 4,716,785.

=====

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE 352,208.

=====

FORM 990, PART IV - OTHER LIABILITIES

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
COMPENSATION RELATED ACCRUALS (INCLUDING POST RETIREMENT)	22,908,656.
CHARITABLE GIFT ANNUITY	463,554.
CHARITABLE REMAINDER TRUST	193,515.
TOTALS	----- 23,565,725. =====

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
JAMES HULBERT ONE WATERFOWL WAY MEMPHIS, TN 38120	CHAIRMAN/VOLUNTEER 10.00	NONE	NONE	NONE
DON A. YOUNG ONE WATERFOWL WAY MEMPHIS, TN 38120	EXECUTIVE VICE PRESIDENT 40.00	376,965.	35,317.	NONE
BRUCE LEWIS ONE WATERFOWL WAY MEMPHIS, TN 38120	PRESIDENT/VOLUNTEER 10.00	NONE	NONE	NONE
RANDY L. GRAVES ONE WATERFOWL WAY MEMPHIS, TN 38120	CFO/ASSISTANT TREASURER 40.00	264,904.	26,385.	NONE
STEPHEN C. REYNOLDS ONE WATERFOWL WAY MEMPHIS, TN 38120	SECRETARY/VOLUNTEER 10.00	NONE	NONE	NONE
JOHN W. NEWMAN ONE WATERFOWL WAY MEMPHIS, TN 38120	TREASURER/VOLUNTEER 10.00	NONE	NONE	NONE
JAMES C. WEST	EXECUTIVE SECRETARY 40.00	150,634.	22,294.	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
ONE WATERFOWL WAY MEMPHIS, TN 38120				
JOHN R. POPE ONE WATERFOWL WAY MEMPHIS, TN 38120	1ST VICE PRESIDENT/VOLUNTEER 10.00	NONE	NONE	NONE
BILL D'ALONZO ONE WATERFOWL WAY MEMPHIS, TN 38120	ASSISTANT TREASURER	NONE	NONE	NONE
STANLEY C HUNER ONE WATERFOWL WAY MEMPHIS, TN 38120	ASSISTANT TREASURER	NONE	NONE	NONE
RICHARD S JOHNSON ONE WATERFOWL WAY MEMPHIS, TN 38120	ASSISTANT TREASURER	NONE	NONE	NONE
PETER KINGMAN ONE WATERFOWL WAY MEMPHIS, TN 38120	ASSISTANT TREASURER	NONE	NONE	NONE
BOB HESTER ONE WATERFOWL WAY MEMPHIS, TN 38120	ASSISTANT TREASURER	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
JAMES R SOWERS ONE WATERFOWL WAY MEMPHIS, TN 38120	ASSISTANT TREASURER	NONE	NONE	NONE
JOHN W CHILDS ONE WATERFOWL WAY MEMPHIS, TN 38120	PRES, WETLANDS AMERICA TRUST	NONE	NONE	NONE
PAUL BONDERSON ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, REGION I	NONE	NONE	NONE
BRUCE POSEY ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, REGION 2	NONE	NONE	NONE
KEN DURDAHL ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, REGION 3	NONE	NONE	NONE
STEVE MARASOVICH JR ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, REGION 4	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
LON KNOEDLER ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, REGION 5	NONE	NONE	NONE
DOUG BURCH ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, REGION 6	NONE	NONE	NONE
JACK MOSS ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, REGION 7	NONE	NONE	NONE
JIMMY FLYNN ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, REGION 8	NONE	NONE	NONE
MIKE PANOS ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, REGION 9	NONE	NONE	NONE
GEORGE DUNKLIN JR ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, CONSERVATION PROGRAMS	NONE	NONE	NONE
A KEL LONG III	SR. VP, DEVELOPMENT	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
ONE WATERFOWL WAY MEMPHIS, TN 38120				
ROGERS HOYT JR ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, EVENT MGMT/NATNL EVENTS	NONE	NONE	NONE
DOUG SCHOENROCK ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, CORPORATE RELATIONS	NONE	NONE	NONE
JARED BROWN ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, MARKETING/COMMUNICATION	NONE	NONE	NONE
SANDRA BEITZEL ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, MEMBERSHIP	NONE	NONE	NONE
JOHN R POPE ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, GROWTH & INNOVATIONS	NONE	NONE	NONE
CARLA HOPP ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, YOUTH & EDUCATION	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
ALAN HOPP ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 1	NONE	NONE	NONE
KYLE SWANSON ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 1	NONE	NONE	NONE
BRAD BILLINGSLY ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 2	NONE	NONE	NONE
RICK BERG ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 3	NONE	NONE	NONE
WILLIAM C ANSELL ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 4	NONE	NONE	NONE
REX SCHULTZ ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 5	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
KEITH HELLAND ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 6	NONE	NONE	NONE
HJ ELIZONDO ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 7	NONE	NONE	NONE
CHRIS TRACY ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 8	NONE	NONE	NONE
JOHN CUSHMAN ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 9	NONE	NONE	NONE
PETER T MACGAFFIN ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 9	NONE	NONE	NONE
LLOYD GOODE ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 10	NONE	NONE	NONE
RON BARTELS	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
ONE WATERFOWL WAY MEMPHIS, TN 38120				
MIKE BENGE ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
DAVID BLAKEMORE ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
STEVE COOK ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
PETER H COORS ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
BRUCE B DEADMAN ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
TERRY FUCHS ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
LYNDON IBELE ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
LJ MAYEUX JR MD ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
JOE MAZON ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
KEVIN O' DONOVAN ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
JIM PIKE ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
DICK RIGGS ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
RONAL ROBERSON ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
CLAY ROGERS ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
JOHN SAMPSON ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
BILL SHORT ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
NORA TAYLOR ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
JULIUS WALL ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
MIKE WOODWARD	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
-----	-----	-----	-----	-----
ONE WATERFOWL WAY MEMPHIS, TN 38120				
	GRAND TOTALS	792,503.	83,996.	NONE
		=====	=====	=====

FORM 990, PART V-B - FORMER OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	LOANS AND ADVANCES -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
MATTHEW B. CONNOLLY ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE	106,332.	NONE	NONE
DALE WHITESELL ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE	22,627.	NONE	NONE
GRAND TOTALS	----- NONE	----- 128,959.	----- NONE	----- NONE

FORM 990, PART VI, LINE 90A - STATES

=====

AL, AZ, CA, CO, CT, DC, GA,
IL, IN, IA, KS, LA, ME, MD, MA, MI, MN, MS, NH, NJ, NM,
NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

SCHEDULE A, PART IV-A - OTHER INCOME

=====

DESCRIPTION -----	2006 ----	2005 ----	2004 ----	2003 ----	TOTAL -----
ADVERTISING	3,429,629.	3,484,030.	4,030,218.	3,300,846.	14,244,723.
ROYALTIES	5,400,066.	5,976,400.	5,899,339.	5,677,290.	22,953,095.
ALL OTHER	40,203.	-27,635.	97,021.	73,842.	183,431.
	-----	-----	-----	-----	-----
TOTALS	8,869,898.	9,432,795.	10,026,578.	9,051,978.	37,381,249.
	=====	=====	=====	=====	=====

SCHEDULE A, PART VI-B - LOBBYING ACTIVITY EXPLANATION

=====

DURING THE YEAR, DUCKS UNLIMITED MAINTAINED AN OFFICE IN WASHINGTON D. C. TO MONITOR PUBLIC POLICY CONCERNING WETLANDS AND RELATED ECOSYSTEMS, TO SUPPORT INCENTIVE BASED WATERFOWL AND OTHER WILDLIFE, AND TO EDUCATE THE LEGISLATIVE AND EXECUTIVE BRANCHES ON THE IMPACT OF PENDING LEGISLATION AND REGULATION CONCERNING THESE AREAS. STAFF MEMBERS CONTACTED LEGISLATORS, GOVERNMENT OFFICIALS, AND OTHERS DIRECTLY AND BY MAIL TO ACCOMPLISH THIS TASK.

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

▶ **Attach to your tax return.** ▶ **See separate instructions.**

Name(s) shown on return DUCKS UNLIMITED INC.	Identifying number 13-5643799
---	--------------------------------------

1 Enter the gross proceeds from sales or exchanges reported to you for 2007 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) **1**

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
2 SEE STATEMENT 1						-10,354.

3 Gain, if any, from Form 4684, line 39 **3**
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37 **4**
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824 **5**
6 Gain, if any, from line 32, from other than casualty or theft **6**
7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows: **7** align="right">-10,354.

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.
Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions) **8**
9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions) **9**

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

11 Loss, if any, from line 7 **11** align="right">(10,354.)
12 Gain, if any, from line 7 or amount from line 8, if applicable **12**
13 Gain, if any, from line 31 **13**
14 Net gain or (loss) from Form 4684, lines 31 and 38a **14**
15 Ordinary gain from installment sales from Form 6252, line 25 or 36 **15**
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824 **16**
17 Combine lines 10 through 16 **17** align="right">-10,354.

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:
a If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions **18a**
b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14 **18b**

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)		
A				
B				
C				
D				
These columns relate to the properties on lines 19A through 19D. ▶	Property A	Property B	Property C	Property D
20 Gross sales price (Note: See line 1 before completing.)	20			
21 Cost or other basis plus expense of sale	21			
22 Depreciation (or depletion) allowed or allowable	22			
23 Adjusted basis. Subtract line 22 from line 21	23			
24 Total gain. Subtract line 23 from line 20.	24			
25 If section 1245 property:				
a Depreciation allowed or allowable from line 22	25a			
b Enter the smaller of line 24 or 25a	25b			
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.				
a Additional depreciation after 1975 (see instructions)	26a			
b Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions).	26b			
c Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c			
d Additional depreciation after 1969 and before 1976	26d			
e Enter the smaller of line 26c or 26d	26e			
f Section 291 amount (corporations only)	26f			
g Add lines 26b, 26e, and 26f	26g			
27 If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership).				
a Soil, water, and land clearing expenses	27a			
b Line 27a multiplied by applicable percentage (see instructions)	27b			
c Enter the smaller of line 24 or 27b	27c			
28 If section 1254 property:				
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs (see instructions)	28a			
b Enter the smaller of line 24 or 28a	28b			
29 If section 1255 property:				
a Applicable percentage of payments excluded from income under section 126 (see instructions)	29a			
b Enter the smaller of line 24 or 29a (see instructions)	29b			

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties. Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation (see instructions)	34	
35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35	

