

COMMITTEE ON NATURAL RESOURCES
113th Congress Disclosure Form
As required by and provided for in House Rule XI, clause 2(g) and
the Rules of the Committee on Natural Resources

Subcommittee on Energy and Mineral Resources

Legislative hearing on:

HR 2231 (Hastings of WA), To amend the Outer Continental Shelf Lands Act to increase energy exploration and production on the Outer Continental Shelf, provide for equitable revenue sharing for all coastal States, implement the reorganization of the functions of the former Minerals Management Service into distinct and separate agencies, and for other purposes.

["Offshore Energy and Jobs Act"](#)

June 11, 2013

For Individuals:

1. Name:

2. Address:

3. Email Address:

4. Phone Number:

* * * * *

For Witnesses Representing Organizations:

1. Name: Michael LeVine

2. Name of Organization(s) You are Representing at the Hearing: Oceana and Alaska Wilderness League

3. Business Address: [Information redacted for privacy]

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

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

For all Witnesses

Name/Organization: Michael LeVine/Oceana

Title/Date of Hearing: Legislative hearing on: **HR 2231 (Hastings of WA)**, To amend the Outer Continental Shelf Lands Act to increase energy exploration and production on the Outer Continental Shelf, provide for equitable revenue sharing for all coastal States, implement the reorganization of the functions of the former Minerals Management Service into distinct and separate agencies, and for other purposes. "*Offshore Energy and Jobs Act*" / June 11, 2013

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.

Bachelor of Science in Civil and Environmental Engineering, Cornell University, 1996
Juris Doctor, Duke University School of Law, 2000
Master of Environmental Management, Duke University Nicholas School of the Environment, 2000

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.

Admitted to the Alaska and California Bars

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.

In my professional capacity, I have been involved with ocean management issues, including offshore energy and fisheries since 2002. From 2002-2007, I worked as an associate and project attorney at Earthjustice, where I litigated cases seeking good management decisions for Alaska's oceans, forests, and other resources. As part of this work, I developed significant expertise in the laws and regulations governing offshore oil and gas leasing and exploration. Since joining Oceana in 2007, my work has focused more specifically on ocean management issues. With our scientists and policy experts, I have worked to understand and influence management of Alaskan ocean resources and have concentrated on the large commercial fisheries in the North Pacific and offshore oil and gas issues. I have testified at various public hearings about decisions to allow offshore oil and gas activities in Alaska, represented Oceana in court cases, and delivered lectures on the topic in various forums.

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.

None.

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

None.

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

None.

Witnesses Representing Organizations

Name/Organization: Michael LeVine/Oceana

Title/Date of Hearing: Legislative hearing on: **HR 2231(Hastings of WA)**, To amend the Outer Continental Shelf Lands Act to increase energy exploration and production on the Outer Continental Shelf, provide for equitable revenue sharing for all coastal States, implement the reorganization of the functions of the former Minerals Management Service into distinct and separate agencies, and for other purposes. "[Offshore Energy and Jobs Act](#)" / June 11, 2013

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

In my capacity as Pacific Senior Counsel, I have represented Oceana in litigation efforts and administrative appeals; during testimony in Congress, before the North Pacific Fishery Management Council, and at other public hearings; in the media, and in other forums.

i. 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).

Oceana has entered four Memoranda of Agreement with the Northwest Arctic Borough pursuant to which Oceana and the Borough will work together to document subsistence use areas and gather Local and Traditional Knowledge, and ultimately identify and publish an atlas of Important Ecological Areas. The memoranda include fiscal years 2011, 2012, 2013, and 2014 (beginning in April 2011 and terminating in June 2014). Under the terms of those memoranda, the Northwest Arctic Borough will grant Oceana a total of \$60,000 and reimburse Oceana up to \$30,000 for expenses incurred. Funding for this project comes in part from the Coastal Impact Assistance Program.

j. 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).

Lawsuit Name	Subject Matter	Statutes
<i>Native Village of Point Hope v. Salazar</i> , No. 09-73942 (9th Cir).	Approval of Shell Offshore, Inc.'s 2010 Beaufort Sea Exploration Plan	Outer Continental Shelf Lands Act; National Environmental Policy Act
<i>Native Village of Point Hope v. Salazar</i> , No. 10-70166 (9th Cir).	Approval of Shell Gulf of Mexico, Inc.'s 2010 Chukchi Sea Exploration Plan	Outer Continental Shelf Lands Act; National Environmental Policy Act
<i>Native Village of Point Hope v. Salazar</i> , No. 11-72891 (9th Cir).	Approval of Shell Offshore, Inc.'s 2012 Beaufort Sea Exploration Plan	Outer Continental Shelf Lands Act; National Environmental Policy Act
<i>Native Village of Point Hope v. Salazar</i> , No. 12-70459 (9th Cir.)	Approval of Shell Gulf of Mexico, Inc.'s 2012 Chukchi Sea Exploration Plan	Outer Continental Shelf Lands Act; National Environmental Policy Act
<i>Oceana v. Locke</i> , No. 1:10-cv-02265 (D.D.C.).	Fee waiver denial	Freedom of Information Act

<i>Center for Biological Diversity v. EPA</i> , No. 10-cv-985 (D.D.C.)	Non-Road, Mobile Source Greenhouse Gas Emissions	Clean Air Act
<i>Center for Biological Diversity v. Locke</i> , No. 09-cv-02346 (N.D. Cal.)	Leatherback and Loggerhead turtle protections	Endangered Species Act
<i>Oceana v. Locke</i> , No. 10-cv-0074 (D. D.C.)	Amendment 16 to the Northeast Groundfish Fishery Management Plan	Magnuson-Stevens Fishery Conservation and Management Act; National Environmental Policy Act
<i>Oceana v. Locke</i> , No. 10-cv-5299 (D.C. Cir.)	Standard Bycatch Reporting Methodology Appeal	Magnuson-Stevens Fishery Conservation and Management Act; National Environmental Policy Act
<i>Oceana v. Bryson</i> , No. 1:12-cv-00871 (D.D.C)	2012 New England Catch Sectors Bycatch Monitoring Plan	Magnuson – Stevens Reauthorization Act of 2006
<i>Oceana v. Bryson</i> , No. 1:11-cv-01896 (D.D.C)	Mid-Atlantic Omnibus ACL/AM Amendment	Magnuson-Stevens Reauthorization Act of 2006
<i>Oceana v. Bryson</i> , No. 1:12-cv-00041 (D.D.C)	Northeast Trawl Fisheries Biological Opinions	Endangered Species Act
<i>Center for Biological Diversity v. Blank</i> , No. 3:13-cv-86 (N.D. Cal.)	Loggerhead Sea Turtle Critical Habitat	Endangered Species Act
<i>Center for Biological Diversity v. Locke</i> , No. 3:11-cv-1870 (N.D. Cal.)	Leatherback Sea Turtle Critical Habitat	Endangered Species Act
<i>Oceana v. Bryson</i> , 4:11-cv-06257 (N.D. Cal.)	West Coast Forage Species	Magnuson-Stevens Act; National Environmental Policy Act
<i>Resisting Environmental Destruction on Indigenous Lands v. U.S. Environmental Protection Agency Region 10</i> , No. 12- 70518 (9th Cir.)	Shell Oil Arctic Air Permits	Clean Air Act
<i>Alaska Wilderness League v. U.S. Department of Interior</i> , No. 1:12-cv-00010-RRB	Shell Oil Spill Response Plans	Oil Pollution Act, National Environmental Policy Act, Endangered Species Act
<i>Oceana et al v. Bureau of Oceana Energy Management</i> , No. 1:11-cv-02208 (D.D.C.)	Offshore Oil & Gas Drilling in the Gulf of Mexico – Lease Sale 218	Endangered Species Act; National Environmental Policy Act
<i>Oceana et al v. Bureau of Oceana Energy Management</i> , No. 1:12-cv-00981(D.C.Cir.)	Offshore Oil & Gas Drilling in the Gulf of Mexico – Lease Sale 216/222	Endangered Species Act; National Environmental Policy Act
<i>Center for Biological Diversity v. United States Environmental Protection Agency</i> , No. 1:10-cv-00985 (D.D.C)	Global Warming Petitions	Clean Air Act

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

None.

l. 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)).

Please 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)

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning _____ **and ending** _____

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ALASKA WILDERNESS LEAGUE	D Employer identification number 52-1814742
	Doing Business As	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 122 C STREET, NW 240	E Telephone number 202-544-5205
	City, town, or post office, state, and ZIP code WASHINGTON, DC 20001	G Gross receipts \$ 3,279,230.
	F Name and address of principal officer: CINDY SHOGAN 122 C ST. NW, #240, WASHINGTON, DC 20001	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)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: ▶ WWW.ALASKAWILD.ORG	H(c) Group exemption number ▶
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation: 1993	M State of legal domicile: DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO LEAD THE EFFORT TO PRESERVE ALASKA'S WILD LANDS AND WATERS BY ENGAGING CITIZENS AND DECISION		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	23
	6 Total number of volunteers (estimate if necessary)	6	170
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 3,187,776.	Current Year 2,964,567.
	9 Program service revenue (Part VIII, line 2g)	42,277.	11,691.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,520.	1,946.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	235,504.	221,058.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,470,077.	3,199,262.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,493,442.	1,500,101.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 407,055.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,138,513.	1,857,705.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,631,955.	3,357,806.	
19 Revenue less expenses. Subtract line 18 from line 12	-161,878.	-158,544.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 2,542,515.	End of Year 2,463,956.
	21 Total liabilities (Part X, line 26)	87,564.	167,549.
	22 Net assets or fund balances. Subtract line 21 from line 20	2,454,951.	2,296,407.

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			
	CINDY SHOGAN, EXECUTIVE DIRECTOR Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name NANCY JOHNSON	Preparer's signature <i>Nancy Johnson</i>	Date 5/15/13	Check if self-employed <input type="checkbox"/>	PTIN P01593478
	Firm's name ▶ SQUIRE, LEMKIN + COMPANY LLP	Firm's EIN ▶ 52-2041603	Firm's address ▶ 111 ROCKVILLE PIKE, SUITE 475 ROCKVILLE, MD 20850	Phone no. 301-424-6800	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: TO LEAD THE EFFORT TO PRESERVE ALASKA'S WILD LANDS AND WATERS BY ENGAGING CITIZENS AND DECISIONMAKERS WITH A COURAGEOUS, CONSTANT, VICTORIOUS VOICE FOR ALASKA.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 893,088. including grants of \$) (Revenue \$) ARCTIC OCEAN'S AND SEAS - AMERICA'S ARCTIC OCEAN AND THE BEAUFORT AND CHUKCHI SEAS ARE HOME TO POLAR BEARS, BOWHEAD WHALES, WALRUS AND MANY OTHER ICONIC ANIMALS. THE OCEAN AND SEAS ARE THREATENED BY OIL AND GAS DEVELOPMENT, DESPITE A SERIOUS LACK OF SCIENTIFIC UNDERSTANDING OF THE REGION AND DESPITE HAVING NO CREDIBLE MEANS FOR CLEANING UP AN OIL SPILL IN THE ARCTIC'S HARSH AND REMOTE CONDITIONS. THE LEAGUE HAS WORKED TO URGE THE CURRENT WHITE HOUSE ADMINISTRATION TO IMPLEMENT ARCTIC-SPECIFIC REGULATIONS BEFORE APPROVING ANY FUTURE DRILLING. IN 2012, THE WHITE HOUSE ADMINISTRATION FINALIZED ITS 2012-2017 LEASING PROGRAM WHICH INCLUDES TWO ARCTIC LEASE SALES DESPITE CALLS FROM SCIENTISTS, CONGRESS, AND A HALF MILLION PUBLIC COMMENTS URGING THE DEPARTMENT OF THE INTERIOR (THE DOI) NOT TO INCLUDE ARCTIC LEASE SALES

4b (Code:) (Expenses \$ 577,588. including grants of \$) (Revenue \$) ARCTIC NATIONAL WILDLIFE REFUGE - THE ARCTIC NATIONAL WILDLIFE REFUGE (ARCTIC REFUGE) IS ONE OF THE NATION'S PREMIER WILDERNESS AREAS. EVERY FIFTEEN YEARS, THE MANAGEMENT PLAN FOR THE ARCTIC REFUGE IS REVISED, WHICH IS CURRENTLY IN THE FINAL STAGES OF ONE OF THOSE REVISIONS. THE COMPREHENSIVE CONSERVATION PLAN (CCP) INCLUDED A PUBLIC COMMENT PERIOD THAT GENERATED NEARLY ONE MILLION COMMENTS IN SUPPORT OF WILDERNESS DESIGNATION FOR THE REFUGE'S COASTAL PLAIN - CONSIDERED THE BIOLOGICAL HEART OF THE ARCTIC REFUGE. THE LEAGUE HAS BEEN ADVOCATING FOR THE FINALIZATION OF THE CCP. SINCE 1987, THE STANDING DEPARTMENT OF INTERIOR RECOMMENDATION FOR THE ARCTIC REFUGE HAS BEEN DRILL FOR OIL. THE LEAGUE IS ADVOCATING FOR THE CURRENT WHITE HOUSE ADMINISTRATION TO REVERSE THAT RECOMMENDATION AND CONTINUE THEIR CURRENT OPPOSITION TO

4c (Code:) (Expenses \$ 534,924. including grants of \$) (Revenue \$) TONGASS NATIONAL FOREST - AT OVER 17 MILLION ACRES, THE TONGASS NATIONAL FOREST IS THE NATION'S LARGEST RAINFOREST AND IS ONE OF THE LARGEST REMAINING TEMPERATE RAINFORESTS IN THE WORLD. OFTEN REFERRED TO AS THE "INSIDE PASSAGE," THE TONGASS NATIONAL FOREST ENCOMPASSES THE MAJORITY OF THE SOUTHEAST ALASKAN PANHANDLE. THE TONGASS NATIONAL FOREST IS A PLACE THAT IS BURSTING WITH ABUNDANT WILDLIFE - SOME OF THE LARGEST REMAINING POPULATIONS OF BLACK BEAR, EAGLES, AND SALMON THRIVE WITHIN THE FOREST - AND WHERE SOUTHEAST ALASKANS STILL LIVE A TRADITIONAL LIFE OFF OF ITS LANDS AND WATERWAYS. THE TONGASS NATIONAL FOREST IS AN ECONOMIC POWERHOUSE WHERE COMMERCIAL FISHING AS WELL AS TOURISM AND RECREATION JOBS ARE THE FASTEST GROWING JOB SECTORS IN SOUTHEAST. IN ORDER TO PROTECT THESE INDUSTRIES FROM THREATS SUCH AS

4d Other program services (Describe in Schedule O.) (Expenses \$ 598,715. including grants of \$) (Revenue \$)

4e Total program service expenses 2,604,315.

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>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
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>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
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>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <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 sections 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, Part II, III, or IV, and Part V, line 1</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
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
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a	15	
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b	15	
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 governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	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.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done		
12c		X	
13	Did the organization have a written whistleblower policy?	X	
14	Did 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?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		X
15b			
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
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **DC**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **THE ORGANIZATION - 202-544-5205**
122 C STREET NW, NO. 240, WASHINGTON, DC 20001

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) ANDY SCHLICKMAN CHAIRMAN	10.00	X		X				0.	0.	0.
(2) KAI ANDERSON VICE CHAIR	5.00	X		X				0.	0.	0.
(3) RICHARD SPENER TREASURER	5.00	X		X				0.	0.	0.
(4) BRUCE GITLIN SECRETARY	2.00	X		X				0.	0.	0.
(5) TONI ARMSTRONG DIRECTOR	2.00	X						0.	0.	0.
(6) STEVE BARKER DIRECTOR	2.00	X						0.	0.	0.
(7) TIM BRISTOL DIRECTOR	2.00	X						0.	0.	0.
(8) ELLEN FERGUSON DIRECTOR	2.00	X						0.	0.	0.
(9) JOHN GILROY DIRECTOR	2.00	X						0.	0.	0.
(10) KRISTEN GRIMM DIRECTOR	2.00	X						0.	0.	0.
(11) SHANNON HUFFMAN POLSON DIRECTOR	2.00	X						0.	0.	0.
(12) BETSY LOYLESS DIRECTOR	2.00	X						0.	0.	0.
(13) TIM MAHONEY DIRECTOR	2.00	X						0.	0.	0.
(14) DEBBIE MILLER DIRECTOR	2.00	X						0.	0.	0.
(15) KAY WALLIS DIRECTOR	2.00	X						0.	0.	0.
(16) CINDY SHOGAN EXECUTIVE DIRECTOR	50.00			X				96,684.	0.	8,773.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
1b Sub-total							96,684.	0.	8,773.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							96,684.	0.	8,773.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b	667,687.			
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,296,880.			
	g Noncash contributions included in lines 1a-1f: \$		80,120.			
	h Total. Add lines 1a-1f		2,964,567.			
Program Service Revenue	2 a MERCHANDISE SALES	Business Code	900099	11,691.	11,691.	
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		11,691.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,794.		1,794.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	221,058.			
		(ii) Personal				
		b Less: rental expenses	0.			
		c Rental income or (loss)	221,058.			
	d Net rental income or (loss)		221,058.		221,058.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	80,120.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	79,968.			
		c Gain or (loss)	152.			
	d Net gain or (loss)		152.	152.		
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
b Less: direct expenses	b					
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		3,199,262.	11,843.	0.	222,852.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	96,684.	67,679.	17,403.	11,602.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	1,168,514.	931,007.	115,074.	122,433.
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	36,956.	29,104.	3,915.	3,937.
9 Other employee benefits	95,099.	75,001.	10,093.	10,005.
10 Payroll taxes	102,848.	81,414.	10,649.	10,785.
11 Fees for services (non-employees):				
a Management				
b Legal	6,320.	4,940.	1,380.	
c Accounting	20,905.		20,905.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	167,966.	130,352.	34,866.	2,748.
12 Advertising and promotion	105,430.	105,150.	240.	40.
13 Office expenses	13,202.	10,337.	1,810.	1,055.
14 Information technology				
15 Royalties				
16 Occupancy	631,603.	500,814.	65,086.	65,703.
17 Travel	126,647.	94,045.	12,610.	19,992.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	156,679.	134,809.	12,887.	8,983.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	21,951.	16,765.	2,577.	2,609.
23 Insurance	15,155.	12,337.	1,291.	1,527.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a COMPUTER EXPENSES	183,396.	136,338.	18,901.	28,157.
b DIRECT MAIL	166,106.	92,517.		73,589.
c PRINTING AND REPRODUCTI	51,244.	41,804.	1,406.	8,034.
d TELEPHONE	39,306.	33,690.	2,680.	2,936.
e All other expenses	151,795.	106,212.	12,663.	32,920.
25 Total functional expenses. Add lines 1 through 24e	3,357,806.	2,604,315.	346,436.	407,055.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	166,106.	92,517.	0.	73,589.

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	759,716.	1	760,481.
	2 Savings and temporary cash investments	1,570,000.	2	1,500,000.
	3 Pledges and grants receivable, net	33,876.	3	37,462.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	59,812.	9	61,524.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 329,847.		
	b Less: accumulated depreciation	10b 251,616.	92,853.	10c 78,231.
	11 Investments - publicly traded securities		11	
	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	26,258.	15	26,258.
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,542,515.	16	2,463,956.	
Liabilities	17 Accounts payable and accrued expenses	78,573.	17	149,249.
	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 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	8,991.	25	18,300.
	26 Total liabilities. Add lines 17 through 25	87,564.	26	167,549.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	884,951.	27	739,407.
	28 Temporarily restricted net assets	1,570,000.	28	1,557,000.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), 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	2,454,951.	33	2,296,407.	
34 Total liabilities and net assets/fund balances	2,542,515.	34	2,463,956.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,199,262.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,357,806.
3	Revenue less expenses. Subtract line 2 from line 1	3	-158,544.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,454,951.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,296,407.

Part XII Financial Statements and Reporting

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,259,757.	3,279,180.	4,774,225.	3,187,776.	2,964,567.	17,465,505.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	3,259,757.	3,279,180.	4,774,225.	3,187,776.	2,964,567.	17,465,505.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						9,140,030.
6 Public support. Subtract line 5 from line 4						8,325,475.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	3,259,757.	3,279,180.	4,774,225.	3,187,776.	2,964,567.	17,465,505.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	212,879.	267,156.	240,632.	240,210.	222,852.	1,183,729.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						18,649,234.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	44.64 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	45.34 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
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 <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

SCHEDULE 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

2012

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 V, line 46 (Political Campaign Activities), then

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

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

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

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

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

Name of organization ALASKA WILDERNESS LEAGUE	Employer identification number 52-1814742
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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 the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		510.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		31,602.													
c Total lobbying expenditures (add lines 1a and 1b)		32,112.													
d Other exempt purpose expenditures		2,572,203.													
e Total exempt purpose expenditures (add lines 1c and 1d)		2,604,315.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		280,216.													
<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)		70,054.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.													
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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	322,460.	356,168.	294,737.	280,216.	1,253,581.
b Lobbying ceiling amount (150% of line 2a, column(e))					1,880,372.
c Total lobbying expenditures	13,349.	56,238.	16,669.	32,112.	118,368.
d Grassroots nontaxable amount	80,615.	89,042.	73,684.	70,054.	313,395.
e Grassroots ceiling amount (150% of line 2d, column (e))					470,093.
f Grassroots lobbying expenditures	1,218.	11,612.	476.	510.	13,816.

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

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

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

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶
- 4 Number of states where property subject to conservation easement is located ▶
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
- Yes No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1
- (ii) Assets included in Form 990, Part X
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1
- b Assets included in Form 990, Part X

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		115,372.	115,179.	193.
d Equipment		155,587.	136,437.	19,150.
e Other		58,888.		58,888.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				78,231.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 14.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) TENANT SECURITY DEPOSITS	18,300.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	18,300.

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

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

1	Total revenue, gains, and other support per audited financial statements	1	3,199,262.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	3,199,262.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	3,199,262.

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

1	Total expenses and losses per audited financial statements	1	3,357,806.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	3,357,806.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	3,357,806.

Part XIII Supplemental Information

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

PART X, LINE 2: THE LEAGUE HAS BEEN GRANTED TAX-EXEMPTION ON INCOME

OTHER THAN UNRELATED BUSINESS INCOME AS PROVIDED BY SECTION 501(A) OF THE INTERNAL REVENUE CODE. THE LEAGUE HAS BEEN CLASSIFIED BY THE INTERNAL REVENUE SERVICE AS A 501(C)(3) ORGANIZATION AND IS NOT A PRIVATE FOUNDATION. AS A 501(C)(3) ORGANIZATION, THE LEAGUE MAY ENGAGE IN SOME LOBBYING ACTIVITIES WITHOUT RISK OF LOSING THEIR TAXEXEMPT STATUS. NO EXCESSIVE LOBBYING EXPENSES WERE INCURRED FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011. THE LEAGUE RECOGNIZES THE EFFECT OF INCOME TAX POSITION

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **ALASKA WILDERNESS LEAGUE** Employer identification number **52-1814742**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
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	8	80,120.	FMV AT DATE OF DONAT
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** **0**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		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	
32a 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 an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number
52-1814742

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

MAKERS WITH A COURAGEOUS, CONSTANT, VICTORIOUS VOICE FOR ALASKA.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

IN THIS FIVE YEAR PLAN. THE LEAGUE HAS ACTIVELY URGED THE GOVERNMENT
NOT TO SCHEDULE NEW ARCTIC OCEAN LEASE SALES UNTIL A PLAN IS IN PLACE
THAT PRIORITIZES PROTECTION OF THE ARCTIC'S FRAGILE
AND ABUNDANT MARINE ECOSYSTEM.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

DRILLING.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

COMMERCIALIZATION AND LOGGING, A PROPOSAL HAS BEEN DEVELOPED, THE
"TONGASS 77 PROPOSAL", WHICH WOULD SAFEGUARD THE FISHING AND TOURISM
ECONOMY BY PROTECTING 77 OF THE BEST WATERSHEDS IN THE TONGASS NATIONAL
FORESTS FROM DEVELOPMENT. THE LEAGUE HAS SUPPORTED THE SCIENTIFIC
RESEARCH USED FOR THIS PROPOSAL, WHICH IS ANTICIPATED TO BE AVAILABLE
IN 2013.

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION'S AUDIT COMMITTEE
REVIEWS THE 990 ON BEHALF OF THE BOARD OF DIRECTORS. THE 990 IS THEN
DISTRIBUTED TO THE REST OF THE BOARD VIA EMAIL PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: CONFLICT OF INTEREST STATEMENTS
ARE COMPLETED AND SIGNED AT THE BOARD MEETINGS AND REVIEWED AND ENFORCED BY

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

THE BOARD CHAIR. THOSE NOT COMPLETED ARE FOLLOWED UP BY THE DEPUTY DIRECTOR.

FORM 990, PART VI, SECTION B, LINE 15A: THE ORGANIZATION UTILIZES COMPARABLE PAY INFORMATION TO DETERMINE EXECUTIVE DIRECTOR COMPENSATION ON AN ANNUAL BASIS. THE MOST RECENT COMPENSATION REVIEW WAS COMPLETED IN JANUARY 2013.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES GOVERNING DOCUMENTS AVAILABLE TO THE PUBLIC UPON REQUEST IN THE OFFICE OF THE ORGANIZATION. ADDITIONALLY THE ORGANIZATION MAKES ITS FORM 990 AVAILABLE TO THE PUBLIC VIA THEIR WEBSITE.

ALASKA WILDERNESS LEAGUE'S AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS PROCESS HAS NOT CHANGED DURING THE TAX YEAR.

ALASKA WILDERNESS LEAGUE

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

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

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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	X	
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)	X	
f Dividends from related organization(s)	X	
g Sale of assets to related organization(s)	X	
h Purchase of assets from related organization(s)	X	
i Exchange of assets with related organization(s)	X	
j Lease of facilities, equipment, or other assets to related organization(s)	X	
k Lease of facilities, equipment, or other assets from related organization(s)	X	
l Performance of services or membership or fundraising solicitations for related organization(s)	X	
m Performance of services or membership or fundraising solicitations by related organization(s)	X	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)	X	
s Other transfer of cash or property from related 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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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)

2011

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 2011 calendar year, or tax year beginning and ending

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ALASKA WILDERNESS LEAGUE Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 122 C STREET NW 240 City or town, state or country, and ZIP + 4 WASHINGTON, DC 20001 F Name and address of principal officer: CINDY SHOGAN 122 C ST. NW, SUITE 240, WASHINGTON, DC 200	D Employer identification number 52-1814742	E Telephone number 202-544-5205
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		G Gross receipts \$ 3,485,634.	
J Website: ▶ WWW.ALASKAWILD.ORG		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) H(c) Group exemption number ▶	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1993 M State of legal domicile DC	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO DEVELOP EDUCATIONAL PROGRAMS TO PROMOTE THE PUBLIC LANDS AND WATERS OF ALASKA. IN ADDITION AWL 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of voting members of the governing body (Part VI, line 1a) 3 12 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 12 5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) 5 31 6 Total number of volunteers (estimate if necessary) 6 50 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0. 7b Net unrelated business taxable income from Form 990-T, line 34 7b 0.																
Revenue	8 Contributions and grants (Part VIII, line 1h) 9 Program service revenue (Part VIII, line 2g) 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11c) 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED AUG 13 2012 GOLDEN UT IRS-OSC </div>	<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Prior Year</th> <th>Current Year</th> </tr> </thead> <tbody> <tr> <td>4,952,924.</td> <td>3,187,776.</td> </tr> <tr> <td>94,521.</td> <td>42,277.</td> </tr> <tr> <td>4,912.</td> <td>4,520.</td> </tr> <tr> <td>235,720.</td> <td>235,504.</td> </tr> <tr> <td>5,288,077.</td> <td>3,470,077.</td> </tr> </tbody> </table>	Prior Year	Current Year	4,952,924.	3,187,776.	94,521.	42,277.	4,912.	4,520.	235,720.	235,504.	5,288,077.	3,470,077.		
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94,521.	42,277.																
4,912.	4,520.																
235,720.	235,504.																
5,288,077.	3,470,077.																
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 14 Benefits paid to or for members (Part IX, column (A), line 4) 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses (Part IX, column (D), line 25) 363,871. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses. Subtract line 18 from line 12		<table border="1" style="width:100%; border-collapse: collapse;"> <tbody> <tr> <td>0.</td> <td>0.</td> </tr> <tr> <td>0.</td> <td>0.</td> </tr> <tr> <td>1,519,091.</td> <td>1,493,442.</td> </tr> <tr> <td>0.</td> <td>0.</td> </tr> <tr> <td>2,604,271.</td> <td>2,138,513.</td> </tr> <tr> <td>4,123,362.</td> <td>3,631,955.</td> </tr> <tr> <td>1,164,715.</td> <td><161,878.></td> </tr> </tbody> </table>	0.	0.	0.	0.	1,519,091.	1,493,442.	0.	0.	2,604,271.	2,138,513.	4,123,362.	3,631,955.	1,164,715.	<161,878.>
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Net Assets or Fund Balances	20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26) 22 Net assets or fund balances. Subtract line 21 from line 20		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>2,719,219.</td> <td>2,542,515.</td> </tr> <tr> <td>102,390.</td> <td>87,564.</td> </tr> <tr> <td>2,616,829.</td> <td>2,454,951.</td> </tr> </tbody> </table>	Beginning of Current Year	End of Year	2,719,219.	2,542,515.	102,390.	87,564.	2,616,829.	2,454,951.						
Beginning of Current Year	End of Year																
2,719,219.	2,542,515.																
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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: CINDY SHOGAN, EXECUTIVE DIRECTOR Type or print name and title	Date: 7/18/12	
Paid Preparer Use Only	Print/Type preparer's name: DAVID JONES Preparer's signature: Date: 7/15/12 Check <input type="checkbox"/> if self-employed PTIN: P01361002 Firm's name: RIBIS, JONES & MARESCA, P.A. Firm's EIN: 52-1853933 Firm's address: 10500 LITTLE PATUXENT PARKWAY, SUITE 770 COLUMBIA, MD 21044 Phone no: 410-884-0220		

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

G16 9

Part III Statement of Program Service Accomplishments

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

X

1 Briefly describe the organization's mission:

TO LEAD THE EFFORT TO PRESERVE ALASKA'S WILD LANDS AND WATERS BY ENGAGING CITIZENS AND DECISION MAKERS WITH A COURAGEOUS, CONSTANT, VICTORIOUS VOICE FOR ALASKA.

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 X

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 X

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 771,239. Including grants of \$) (Revenue \$) ARCTIC: THE ARCTIC NATIONAL WILDLIFE REFUGE - IN THE FAR NORTHEAST CORNER OF ALASKA LIES ONE OF AMERICA'S GREAT NATURAL TREASURES, THE 19 MILLION-ACRE ARCTIC NATIONAL WILDLIFE REFUGE. IT IS CONSIDERED THE CROWN JEWEL OF AMERICA'S NATIONAL WILDLIFE REFUGE SYSTEM. THIS TRULY UNDISTURBED WILDERNESS - A LAST VESTIGE OF THE AMERICAN FRONTIER THAT HELPED SHAPE AND DEFINE OUR NATIONAL IDENTITY - IS TODAY IN GRAVE DANGER OF BEING DESTROYED BY THOSE SEEKING WHATEVER OIL MIGHT LIE BENEATH ITS FRAGILE TUNDRA. ALASKA WILDERNESS LEAGUE (AWL) IS CONTINUING THEIR WORK TO GAIN PERMANENT PROTECTION IN CONGRESS FOR THIS SPECTACULAR AREA.

4b (Code) (Expenses \$ 618,588. Including grants of \$) (Revenue \$) FORESTS: ALASKA'S MAJESTIC RAINFOREST - BEAUTIFUL, LUSH AND REMOTE, AMERICA'S RAINFOREST IN ALASKA SCRIBES A THOUSAND-MILE ARC ALONG THE ROCKY FJORDS OF THE SOUTH-CENTRAL COAST AND SOUTHEAST PANHANDLE OF ALASKA. WITH ITS TOWERING CEDARS, HEMLOCKS AND SITKA SPRUCE, THE LUSH FORESTS OF COASTAL ALASKA CONTAIN 40 PERCENT OF THE WORLD'S REMAINING TEMPERATE RAINFOREST. IT IS HOME TO THE WORLD'S HEALTHIEST REMAINING POPULATIONS OF WILD SALMON, GRIZZLY BEARS AND BALD EAGLES. ALMOST ALL OF THIS SPECIAL LAND LIES WITHIN THE TONGASS AND CHUGACH, OUR COUNTRY'S TWO LARGEST NATIONAL FORESTS. UNFORTUNATELY MORE THAN HALF OF THE BIGTREE, OLD-GROWTH FOREST IN THE TONGASS HAS ALREADY BEEN LOST AS A RESULT OF NEARLY SIX DECADES OF CLEAR CUT LOGGING. AWL IS WORKING TO ENSURE THAT CONGRESS PROVIDES PERMANENT PROTECTION FOR THE MILLIONS OF

4c (Code) (Expenses \$ 428,883. Including grants of \$) (Revenue \$ 19,141.) NATIONAL PETROLEUM RESERVE ALASKA (WESTERN ARCTIC) - AWL IS INVOLVED IN PROTECTING SPECIAL PLACES IN THE WESTERN ARCTIC, WHICH PROVIDE ESSENTIAL SUMMER HABITATS FOR MILLIONS OF WATERFOWL AND IS ONE OF THE LARGEST WILD AREAS REMAINING IN THE WORLD. THE 23.5-MILLION-ACRE RESERVE IS THE LARGEST SINGLE BLOCK OF PUBLIC LAND IN THE UNITED STATES. IT STRETCHES FROM THE BROOKS RANGE NORTHWARD TO THE BEAUFORT AND CHUKCHI SEAS OF THE ARCTIC OCEAN. IT IS HOME TO A WIDE DIVERSITY OF WILDLIFE IN A VARIETY OF ARCTIC ECOSYSTEMS AND SUPPORTS THE SUBSISTENCE LIFESTYLE OF MANY NATIVE ALASKANS. THOUGH NOT AS WELL KNOWN AS THE ARCTIC NATIONAL WILDLIFE REFUGE IN NORTHEAST ALASKA, THE RESERVE IS THE BIOLOGICAL BACKBONE OF ALASKA'S WESTERN ARCTIC.

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

(Expenses \$ 1,076,025. Including grants of \$) (Revenue \$ 23,136.)

4e Total program service expenses 2,894,735.

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>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
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>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
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>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Form 990 (2011)

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <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 sections 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	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with 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
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
	12		
1b	Enter the number of voting members included in line 1a, above, who are independent		
	12		
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 governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	a The governing body?	X	
8b	b 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)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did 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	a The organization's CEO, Executive Director, or top management official	X	
15b	b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		X
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," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **DC**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **THE ORGANIZATION - 202-544-5205**
122 C STREET NW, NO. 240, WASHINGTON, DC 20001

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) TOM CAMPION CHAIRMAN	10.00	X						0.	0.	0.
(2) KAI ANDERSON VICE-CHAIR	5.00	X						0.	0.	0.
(3) RICHARD SPENER TREASURER	5.00	X						0.	0.	0.
(4) BRUCE GITLIN SECRETARY	2.00	X						0.	0.	0.
(5) TIM BRISTOL DIRECTOR	2.00	X						0.	0.	0.
(6) SHANNON HUFFMAN POLSON DIRECTOR	2.00	X						0.	0.	0.
(7) TONI ARMSTRONG DIRECTOR	2.00	X						0.	0.	0.
(8) JOHN GILROY DIRECTOR	2.00	X						0.	0.	0.
(9) STEVE BARKER DIRECTOR	2.00	X						0.	0.	0.
(10) TIM MAHONEY DIRECTOR	2.00	X						0.	0.	0.
(11) ANDY SCHLICKMAN DIRECTOR	2.00	X						0.	0.	0.
(12) KAY WALLIS DIRECTOR	2.00	X						0.	0.	0.
(13) CINDY SHOGAN EXECUTIVE DIRECTOR	50.00			X				104,053.	0.	8,175.

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	741,664.				
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,446,112.				
	g Noncash contributions included in lines 1a-1f \$		16,772.				
	h Total. Add lines 1a-1f		3,187,776.				
	Program Service Revenue	2 a <u>CONTRACT REVENUE</u>	Business Code 900099	23,136.	23,136.		
b <u>MERCHANDISE SALES</u>		900099	19,141.	19,141.			
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			42,277.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		4,706.			4,706.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		235,504.					
		b Less: rental expenses					
		c Rental income or (loss)		235,504.			
	d Net rental income or (loss)			235,504.		235,504.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		15,371.					
		b Less: cost or other basis and sales expenses		15,557.			
		c Gain or (loss)		<186.>			
	d Net gain or (loss)			<186.>		<186.>	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a							
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d						
12 Total revenue. See instructions			3,470,077.	42,277.	0.	240,024.	

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).

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

<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 United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	112,228.	90,226.	11,468.	10,534.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,150,607.	925,405.	117,086.	108,116.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	18,103.	14,559.	1,869.	1,675.
9 Other employee benefits	111,024.	88,637.	12,110.	10,277.
10 Payroll taxes	101,480.	79,143.	13,142.	9,195.
11 Fees for services (non-employees):				
a Management				
b Legal	23,405.	22,413.	186.	806.
c Accounting	20,115.		20,115.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	430,955.	349,521.	73,115.	8,319.
12 Advertising and promotion	168,112.	166,697.	1,415.	
13 Office expenses	108,127.	78,688.	20,650.	8,789.
14 Information technology	178,685.	137,874.	15,034.	25,777.
15 Royalties				
16 Occupancy	631,732.	515,972.	57,646.	58,114.
17 Travel	117,856.	97,161.	3,567.	17,128.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	129,940.	94,581.	14,681.	20,678.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	26,908.	21,640.	2,740.	2,528.
23 Insurance	14,341.	11,639.	1,332.	1,370.
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DIRECT MAIL	168,949.	100,851.		68,098.
b PRINTING AND REPRODUCTI	47,487.	44,056.	672.	2,759.
c EDUCATIONAL EXPENSES	38,554.	38,253.	301.	
d DUES AND SUBSCRIPTIONS	17,380.	15,866.	1,043.	471.
e All other expenses	15,967.	1,553.	5,177.	9,237.
25 Total functional expenses. Add lines 1 through 24e	3,631,955.	2,894,735.	373,349.	363,871.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	168,949.	100,851.	0.	68,098.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	648,716.	2	760,931.
	3 Pledges and grants receivable, net	1,827,775.	3	1,570,000.
	4 Accounts receivable, net	38,390.	4	33,876.
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)			6
	7 Notes and loans receivable, net			7
	8 Inventories for sale or use			8
	9 Prepaid expenses and deferred charges	63,570.	9	58,597.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	322,518.		
	10b Less: accumulated depreciation	229,665.		
		113,150.	10c	92,853.
	11 Investments - publicly traded securities			11
	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	27,618.	15	26,258.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,719,219.	16	2,542,515.	
Liabilities	17 Accounts payable and accrued expenses	89,027.	17	78,573.
	18 Grants payable			18
	19 Deferred revenue	4,584.	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			23
	24 Unsecured notes and loans payable to unrelated third parties			24
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	8,779.	25	8,991.
	26 Total liabilities. Add lines 17 through 25	102,390.	26	87,564.
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	866,829.	27	884,951.
	28 Temporarily restricted net assets	1,750,000.	28	1,570,000.
	29 Permanently restricted net assets			29
	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	2,616,829.	33	2,454,951.	
34 Total liabilities and net assets/fund balances	2,719,219.	34	2,542,515.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,470,077.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,631,955.
3	Revenue less expenses. Subtract line 2 from line 1	3	<161,878.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,616,829.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	2,454,951.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- 2b Were the organization's financial statements audited by an independent accountant?
- 2c 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.
- 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 separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- 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.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2011)

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

2011

Open to Public Inspection

Name of the organization ALASKA WILDERNESS LEAGUE	Employer identification number 52-1814742
---	---

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?
- h Provide the following information about the supported organization(s).

	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									

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4009897.	3259757.	3279180.	4774225.	3187776.	18510835.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	4009897.	3259757.	3279180.	4774225.	3187776.	18510835.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						9631402.
6 Public support. Subtract line 5 from line 4						8879433.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	4009897.	3259757.	3279180.	4774225.	3187776.	18510835.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	113,868.	212,879.	267,156.	240,632.	240,210.	1074745.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						19585580.
12 Gross receipts from related activities, etc. (see instructions)					12	333,140.
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 ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	45.34 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	49.68 %
16a 33 1/3% support test - 2011. 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 ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2010. 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 ▶ <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2011. 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 ▶ <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2010. 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 ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. 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 - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2011

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 V, line 46 (Political Campaign Activities), then

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

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

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

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

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

Name of organization ALASKA WILDERNESS LEAGUE	Employer identification number 52-1814742
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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 the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2011

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

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)		476.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		16,193.													
c Total lobbying expenditures (add lines 1a and 1b)		16,669.													
d Other exempt purpose expenditures		2,878,066.													
e Total exempt purpose expenditures (add lines 1c and 1d)		2,894,735.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		294,737.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">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)		73,684.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.													
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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount	350,709.	322,460.	356,168.	294,737.	1,324,074.
b Lobbying ceiling amount (150% of line 2a, column(e))					1,986,111.
c Total lobbying expenditures	48,019.	13,349.	56,238.	16,669.	134,275.
d Grassroots nontaxable amount	87,677.	80,615.	89,042.	73,684.	331,018.
e Grassroots ceiling amount (150% of line 2d, column (e))					496,527.
f Grassroots lobbying expenditures	12,074.	1,218.	11,612.	476.	25,380.

Schedule C (Form 990 or 990-EZ) 2011

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

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

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

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

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

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011
Open to Public Inspection

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

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

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

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

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

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

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

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

Part IV Escrow and Custodial Arrangements. Complete if 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 XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

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

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

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

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

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

	Yes	No
3a(i)		
3a(ii)		
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 Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		115,372.	102,385.	12,987.
d Equipment		148,258.	127,280.	20,978.
e Other		58,888.		58,888.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				92,853.

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

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13) ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) TENANT SECURITY DEPOSIT LIABILITY	8,991.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	
	8,991.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,470,077.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,631,955.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	<161,878.>
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	<161,878.>

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

1	Total revenue, gains, and other support per audited financial statements	1	3,470,077.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	3,470,077.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,470,077.

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

1	Total expenses and losses per audited financial statements	1	3,631,955.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	3,631,955.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	3,631,955.

Part XIV Supplemental Information

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

PART X, LINE 2: AWL HAS BEEN GRANTED TAX-EXEMPTION ON INCOME OTHER

THAN UNRELATED BUSINESS INCOME AS PROVIDED BY SECTION 501(A) OF THE

INTERNAL REVENUE CODE. AWL HAS BEEN CLASSIFIED BY THE INTERNAL REVENUE

SERVICE AS A 501(C)(3) ORGANIZATION AND IS NOT A PRIVATE FOUNDATION.

HOWEVER, AWL MAY BE LIABLE FOR A FEDERAL EXCISE TAX ON EXCESS LOBBYING

EXPENDITURES. NO EXCESSIVE LOBBYING EXPENSES WERE INCURRED FOR THE YEAR

ENDED DECEMBER 31, 2010. AWL RECOGNIZES THE EFFECT OF INCOME TAX POSITION

ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT TO BEING SUSTAINED. AWL

Part XIV Supplemental Information (continued)

DOES NOT BELIEVE ITS FINANCIAL STATEMENT INCLUDE ANY UNCERTAIN TAX
POSITIONS.

Lined area for supplemental information.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **ALASKA WILDERNESS LEAGUE** Employer identification number **52-1814742**

Part I	Types of Property	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
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	5	16,772.	FMV AT DATE OF DONAT
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**

- 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
- 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?
- 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- b If "Yes," describe in Part II.
- 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a		X

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

Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2011
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Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number
52-1814742

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

SUPPORTS LEGISLATION AND ADMINISTRATIVE INITIATIVES THAT PROMOTE AND
PROTECT THE ALASKAN ENVIRONMENT. THROUGH PUBLIC EDUCATION, AWL
STRENGTHENS GRASSROOTS ACTIVISM ON BEHALF OF ALASKA'S ENVIRONMENT, AND
PROVIDES LEADERSHIP WITHIN THE ENVIRONMENTAL COMMUNITY ON ISSUES THAT
CONCERN ALASKA.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

ACRES OF WILDERNESS-QUALITY LANDS IN THE CHUGACH AND THE TONGASS
NATIONAL FOREST.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OCEANS - THE CHUKCHI AND BEAUFORT SEAS ARE PRISTINE WILD PLACES, AND
ARE DISTINCTLY DIFFERENT FROM LOWER LATITUDE SEAS IN WAYS THAT MAKE
DIRECT AND IMPORTANT CONTRIBUTIONS TO GLOBAL OCEAN AND CLIMATE SYSTEMS.
WILDLIFE RESOURCES OF THESE OCEANS ARE CENTRAL TO THE SITES AND CULTURE
OF INDIGENOUS PEOPLES THROUGHOUT THE ARCTIC. AWL OPPOSES THE CURRENT
LEASING AND EXPLORATION OF THE BEAUFORT SEA AND CHUKCHI SEA BY THE
GOVERNMENT AND IS WORKING TO PREVENT THE GOVERNMENT FROM FUTURE LEASING
OF 33 MILLION ACRES IN THE BEAUFORT SEA AND 40 MILLION ACRES IN THE
CHUKCHI SEA.

EXPENSES \$ 921,769. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

BLM: WILDERNESS-QUALITY LANDS THROUGHOUT ALASKA - THE DEPARTMENT OF THE
INTERIOR'S BUREAU OF LAND MANAGEMENT (BLM) MANAGES 80 MILLION ACRES OF
WILDERNESS-QUALITY LANDS THROUGHOUT ALASKA. THIS VAST AMOUNT OF WILD

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

LAND HAS BEEN DIVIDED INTO FIVE REGIONAL PLANNING AREAS, AND THE BLM IS CURRENTLY IN THE PROCESS OF DEVELOPING RESOURCE MANAGEMENT PLANS FOR EACH OF THESE REGIONS. THE PURPOSE OF THE AWL BLM WILDLANDS PROGRAM IS TO ENSURE ADEQUATE PROTECTIONS OF CRITICAL AREAS WITHIN THE BLM PLANNING AREAS FROM MINERAL DEVELOPMENT USING A TWO-PRONGED APPROACH: (1) ANALYZING AND COMMENTING ON PUBLIC POLICY AND (2) GENERATING PUBLIC AWARENESS AND ACTIVISM THROUGH LOCAL GRASSROOTS ORGANIZING, PUBLIC EDUCATION, AND EARNED MEDIA.

EXPENSES \$ 154,256. INCLUDING GRANTS OF \$ 0. REVENUE \$ 23,136.

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION'S AUDIT COMMITTEE REVIEWS THE 990 ON BEHALF OF THE BOARD OF DIRECTORS. THE 990 IS THEN DISTRIBUTED TO THE REST OF THE BOARD VIA EMAIL PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: CONFLICT OF INTEREST STATEMENTS ARE COMPLETED AND SIGNED AT THE BOARD MEETINGS AND REVIEWED AND ENFORCED BY THE BOARD CHAIR. THOSE NOT COMPLETED ARE FOLLOWED UP BY THE DEPUTY DIRECTOR.

FORM 990, PART VI, SECTION B, LINE 15A: THE ORGANIZATION REQUIRES COMPARABLE PAY INFORMATION TO DETERMINE EXECUTIVE DIRECTOR COMPENSATION ON AN ANNUAL BASIS. THE MOST RECENT COMPENSATION REVIEW WAS COMPLETED IN MARCH 2012.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES GOVERNING DOCUMENTS AVAILABLE TO THE PUBLIC UPON REQUEST IN THE OFFICES OF THE ORGANIZATION. ADDITIONALLY THE ORGANIZATION MAKES ITS FORM 990 AVAILABLE TO THE PUBLIC VIA THEIR WEBSITE.

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

FORM 990, PART XII, LINE 2C:

ALASKA WILDERNESS LEAGUE'S AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS PROCESS HAS NOT CHANGED DURING THE TAX YEAR.

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

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

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

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Sale of assets to related organization(s)

g Purchase of assets from related organization(s)

h Exchange of assets with related organization(s)

i Lease of facilities, equipment, or other assets to related organization(s)

j Lease of facilities, equipment, or other assets from related organization(s)

k Performance of services or membership or fundraising solicitations for related organization(s)

l Performance of services or membership or fundraising solicitations by related organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n Sharing of paid employees with related organization(s)

o Reimbursement paid to related organization(s) for expenses

p Reimbursement paid by related organization(s) for expenses

q Other transfer of cash or property to related organization(s)

r Other transfer of cash or property from related organization(s)

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	(d) Method of determining amount involved	Yes	No
1a					X	X
1b					X	X
1c					X	X
1d					X	X
1e					X	X
1f					X	X
1g					X	X
1h					X	X
1i					X	X
1j					X	X
1k					X	X
1l					X	X
1m					X	X
1n					X	X
1o					X	X
1p					X	X
1q					X	X
1r					X	X

(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

Part VII Supplemental Information

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

Lined area for supplemental information.

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.

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning _____ **and ending** _____

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ALASKA WILDERNESS LEAGUE		D Employer identification number 52-1814742
	Doing Business As		E Telephone number 202-544-5205
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 5,405,178.
	122 C STREET NW	240	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) H(c) Group exemption number ▶
City or town, state or country, and ZIP + 4 WASHINGTON, DC 20001		F Name and address of principal officer: CINDY SHOGAN 122 C ST. NW, SUITE 240, WASHINGTON, DC 200	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.ALASKAWILD.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1993 M State of legal domicile: DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE ALASKA WILDERNESS LEAGUE ("AWL") WAS ESTABLISHED TO DEVELOP EDUCATIONAL PROGRAMS AND		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	14
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	28
	6 Total number of volunteers (estimate if necessary)	6	0
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 3,279,180.	Current Year 4,952,924.
	9 Program service revenue (Part VIII, line 2g)	1,374.	94,521.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,475.	4,912.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	261,681.	235,720.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,547,710.	5,288,077.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,497,879.	1,519,091.
	16 a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 484,589.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	2,006,404.	2,604,271.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,504,283.	4,123,362.	
19 Revenue less expenses. Subtract line 18 from line 12	43,427.	1,164,715.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 1,516,992.	End of Year 2,719,219.
	21 Total liabilities (Part X, line 26)	65,191.	102,390.
	22 Net assets or fund balances. Subtract line 21 from line 20	1,451,801.	2,616,829.

Part II Signature Block

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

Sign Here	Signature of officer	Date 7/11/11			
	CINDY SHOGAN, EXECUTIVE DIRECTOR Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name DAVID JONES	Preparer's signature	Date 6/21/11	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶ RIBIS, JONES & MARESCA P.A.	Firm's EIN ▶			
Firm's address ▶ 10500 LITTLE PATUXENT PARKWAY, SUITE 770 COLUMBIA, MD 21044		Phone no. 410-884-0220			

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

Part III Statement of Program Service Accomplishments

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

X

1 Briefly describe the organization's mission:

TO LEAD THE EFFORT TO PRESERVE ALASKA'S WILDERNESS BY ENCOURAGING CITIZENS, SHARING RESOURCES, COLLABORATING WITH OTHER ORGANIZATIONS, EDUCATING THE PUBLIC, AND PROVIDING A COURAGEOUS, CONSTANT, AND VICTORIOUS VOICE FOR ALASKA IN THE NATION'S CAPITAL.

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 X

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 X

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 \$ 1,457,934. including grants of \$) (Revenue \$)

ARCTIC: THE ARCTIC NATIONAL WILDLIFE REFUGE - IN THE FAR NORTHEAST CORNER OF ALASKA LIES ONE OF AMERICA'S GREAT NATURAL TREASURES, THE 19 MILLION-ACRE ARCTIC NATIONAL WILDLIFE REFUGE. IT IS CONSIDERED THE CROWN JEWEL OF AMERICA'S NATIONAL WILDLIFE REFUGE SYSTEM. THIS TRULY UNDISTURBED WILDERNESS - A LAST VESTIGE OF THE AMERICAN FRONTIER THAT HELPED SHAPE AND DEFINE OUR NATIONAL IDENTITY - IS TODAY IN GRAVE DANGER OF BEING DESTROYED BY THOSE SEEKING WHATEVER OIL MIGHT LIE BENEATH ITS FRAGILE TUNDRA. ALASKA WILDERNESS LEAGUE (AWL) IS CONTINUING THEIR WORK TO GAIN PERMANENT PROTECTION IN CONGRESS FOR THIS SPECTACULAR AREA.

4b (Code:) (Expenses \$ 626,290. including grants of \$) (Revenue \$)

FORESTS: ALASKA'S MAJESTIC RAINFOREST - BEAUTIFUL, LUSH AND REMOTE, AMERICA'S RAINFOREST IN ALASKA SCRIBES A THOUSAND-MILE ARC ALONG THE ROCKY FJORDS OF THE SOUTH-CENTRAL COAST AND SOUTHEAST PANHANDLE OF ALASKA. WITH ITS TOWERING CEDARS, HEMLOCKS AND SITKA SPRUCE, THE LUSH FORESTS OF COASTAL ALASKA CONTAIN 40 PERCENT OF THE WORLD'S REMAINING TEMPERATE RAINFOREST. IT IS HOME TO THE WORLD'S HEALTHIEST REMAINING POPULATIONS OF WILD SALMON, GRIZZLY BEARS AND BALD EAGLES. ALMOST ALL OF THIS SPECIAL LAND LIES WITHIN THE TONGASS AND CHUGACH, OUR COUNTRY'S TWO LARGEST NATIONAL FORESTS. UNFORTUNATELY MORE THAN HALF OF THE BIGTREE, OLD-GROWTH FOREST IN THE TONGASS HAS ALREADY BEEN LOST AS A RESULT OF NEARLY SIX DECADES OF CLEAR CUT LOGGING. AWL IS WORKING TO ENSURE THAT CONGRESS PROVIDES PERMANENT PROTECTION FOR THE MILLIONS OF

4c (Code:) (Expenses \$ 252,624. including grants of \$) (Revenue \$ 4,085.)

NATIONAL PETROLEUM RESERVE ALASKA (WESTERN ARCTIC) - AWL IS INVOLVED IN PROTECTING SPECIAL PLACES IN THE WESTERN ARCTIC, WHICH PROVIDE ESSENTIAL SUMMER HABITATS FOR MILLIONS OF WATERFOWL AND IS ONE OF THE LARGEST WILD AREAS REMAINING IN THE WORLD. THE 23.5-MILLION-ACRE RESERVE IS THE LARGEST SINGLE BLOCK OF PUBLIC LAND IN THE UNITED STATES. IT STRETCHES FROM THE BROOKS RANGE NORTHWARD TO THE BEAUFORT AND CHUKCHI SEAS OF THE ARCTIC OCEAN. IT IS HOME TO A WIDE DIVERSITY OF WILDLIFE IN A VARIETY OF ARCTIC ECOSYSTEMS AND SUPPORTS THE SUBSISTENCE LIFESTYLE OF MANY NATIVE ALASKANS. THOUGH NOT AS WELL KNOWN AS THE ARCTIC NATIONAL WILDLIFE REFUGE IN NORTHEAST ALASKA, THE RESERVE IS THE BIOLOGICAL BACKBONE OF ALASKA'S WESTERN ARCTIC.

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

(Expenses \$ 955,544. including grants of \$) (Revenue \$ 90,436.)

4e Total program service expenses 3,292,392.

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>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
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>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
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>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Form 990 (2010) with various sections (1a-14b) and columns for Yes/No. Includes questions about Form 1096, Form W-2G, Form W-3, and other IRS filings.

Form 990 (2010)

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who are Independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with 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 governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant 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	a The governing body?	X	
8b	b 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.)

		Yes	No
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?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	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	a The organization's CEO, Executive Director, or top management official	X	
15b	b 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 **DC**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **THE ORGANIZATION - 202-544-5205**
122 C STREET NW, NO. 240, WASHINGTON, DC 20001

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
TOM CAMPION CHAIRMAN	10.00	X					0.	0.	0.	
DEBBIE S. MILLER (UNTIL 12/3/10) VICE-CHAIR	5.00	X					0.	0.	0.	
MIKE MATZ (UNTIL 12/3/10) TREASURER	5.00	X					0.	0.	0.	
KAI ANDERSON DIRECTOR	2.00	X					0.	0.	0.	
TIM BRISTOL DIRECTOR	2.00	X					0.	0.	0.	
SHANNON HUFFMAN POLSON DIRECTOR	2.00	X					0.	0.	0.	
ELLEN FERGUSON (UNTIL 12/3/10) DIRECTOR	2.00	X					0.	0.	0.	
JOHN GILROY DIRECTOR	2.00	X					0.	0.	0.	
BRUCE GITLIN SECRETARY	2.00	X					0.	0.	0.	
BETSEY LOYLESS (UNTIL 12/3/10) DIRECTOR	2.00	X					0.	0.	0.	
TIM MAHONEY DIRECTOR	2.00	X					0.	0.	0.	
STEVE BARKER DIRECTOR	2.00	X					0.	0.	0.	
ANDY SCHLICKMAN DIRECTOR	2.00	X					0.	0.	0.	
RICHARD SPENER DIRECTOR	2.00	X					0.	0.	0.	
MARK WOLF-ARMSTRONG DIRECTOR	2.00	X					0.	0.	0.	
KAY WALLIS DIRECTOR	2.00	X					0.	0.	0.	
TONI ARMSTRONG DIRECTOR	2.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
CINDY SHOGAN EXECUTIVE DIRECTOR	40.00			X				94,330.	0.	7,578.
1b Sub-total								94,330.	0.	7,578.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								94,330.	0.	7,578.

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 **0**

	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 or individual 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
BESSENYEY & VAN TUYN, LLC, 310 K STREET, SUITE 200, ANCHORAGE, AK 99501	CONSULTING & LITIGATION SERVICES	108,317.

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 **1**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a						
	b Membership dues	1b	715,488.					
	c Fundraising events	1c	178,699.					
	d Related organizations	1d						
	e Government grants (contributions)	1e						
	f All other contributions, gifts, grants, and similar amounts not included above	1f	4,058,737.					
	g Noncash contributions included in lines 1a-1f \$		32,971.					
	h Total. Add lines 1a-1f			4,952,924.				
	Program Service Revenue	2 a CONTRACT REVENUE	Business Code	900099	90,436.	90,436.		
b MERCHANDISE SALES			900099	4,085.	4,085.			
c								
d								
e								
f All other program service revenue								
g Total. Add lines 2a-2f				94,521.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			4,912.			4,912.	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
	6 a Gross Rents	(i) Real	235,720.					
		(ii) Personal						
		b Less: rental expenses						
		c Rental income or (loss)	235,720.					
	d Net rental income or (loss)			235,720.			235,720.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities						
		(ii) Other						
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)						
	d Net gain or (loss)							
	8 a Gross income from fundraising events (not including \$ 178,699. of contributions reported on line 1c). See Part IV, line 18	a	117,101.					
		b Less: direct expenses	117,101.					
c Net income or (loss) from fundraising events				0.				
9 a Gross income from gaming activities. See Part IV, line 19	a							
	b Less: direct expenses							
	c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold							
	c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a								
b								
c								
d All other revenue								
e Total. Add lines 11a-11d								
12 Total revenue. See instructions.				5,288,077.	94,521.	0.	240,632.	

Part IX Statement of Functional Expenses

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	101,908.	79,814.	9,602.	12,492.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,190,488.	932,390.	112,168.	145,930.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	21,271.	16,629.	2,034.	2,608.
9 Other employee benefits	102,567.	80,351.	9,640.	12,576.
10 Payroll taxes	102,857.	80,406.	9,701.	12,750.
11 Fees for services (non-employees):				
a Management				
b Legal	47,733.	45,274.	2,459.	
c Accounting	19,485.	281.	19,150.	54.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	475,448.	389,064.	57,520.	28,864.
12 Advertising and promotion	383,116.	383,116.		
13 Office expenses	137,780.	112,367.	16,585.	8,828.
14 Information technology	134,690.	100,543.	11,749.	22,398.
15 Royalties				
16 Occupancy	554,612.	439,659.	49,912.	65,041.
17 Travel	144,275.	110,455.	17,724.	16,096.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	138,536.	114,380.	14,253.	9,903.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	48,942.	38,332.	4,205.	6,405.
23 Insurance	18,258.	13,832.	1,785.	2,641.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a FUNDRAISING - DIRECT MA	263,051.	158,740.		104,311.
b EDUCATIONAL EXPENSES	114,990.	114,768.	222.	
c PRINTING AND REPRODUCTI	72,401.	67,039.	1,380.	3,982.
d TRAINING AND DEVELOPMEN	22,500.	895.	1,605.	20,000.
e DUES AND SUBSCRIPTIONS	13,634.	12,374.	808.	452.
f All other expenses	14,820.	1,683.	3,879.	9,258.
25 Total functional expenses. Add lines 1 through 24f	4,123,362.	3,292,392.	346,381.	484,589.
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	263,051.	158,740.	0.	104,311.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year		
Assets	1	Cash - non-interest-bearing		1		
	2	Savings and temporary cash investments	604,976.	2	648,716.	
	3	Pledges and grants receivable, net	670,000.	3	1,827,775.	
	4	Accounts receivable, net		4	38,390.	
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7	Notes and loans receivable, net		7		
	8	Inventories for sale or use		8		
	9	Prepaid expenses and deferred charges	57,559.	9	63,570.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	327,410.		
	b	Less: accumulated depreciation	10b	214,260.	10c	113,150.
	11	Investments - publicly traded securities		11		
	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	27,323.	15	27,618.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,516,992.	16	2,719,219.		
Liabilities	17	Accounts payable and accrued expenses	58,934.	17	89,027.	
	18	Grants payable		18		
	19	Deferred revenue		19	4,584.	
	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		23		
	24	Unsecured notes and loans payable to unrelated third parties		24		
	25	Other liabilities. Complete Part X of Schedule D	6,257.	25	8,779.	
	26	Total liabilities. Add lines 17 through 25	65,191.	26	102,390.	
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	775,551.	27	866,829.	
	28	Temporarily restricted net assets	676,250.	28	1,750,000.	
	29	Permanently restricted net assets		29		
	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	1,451,801.	33	2,616,829.		
34	Total liabilities and net assets/fund balances	1,516,992.	34	2,719,219.		

Form 990 (2010)

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,288,077.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,123,362.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,164,715.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,451,801.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	313.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	2,616,829.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- 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.
- 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 separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- 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.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

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

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

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

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

 - (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? _____
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(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									

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

Schedule A (Form 990 or 990-EZ) 2010

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2905367.	4009897.	3259757.	3279180.	4774225.	18228426.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2905367.	4009897.	3259757.	3279180.	4774225.	18228426.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						8751274.
6 Public support. Subtract line 5 from line 4						9477152.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	2905367.	4009897.	3259757.	3279180.	4774225.	18228426.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	11,715.	113,868.	212,879.	267,156.	240,632.	846,250.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						19074676.
12 Gross receipts from related activities, etc. (see instructions)					12	291,911.
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	49.68	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	60.87	%
16a 33 1/3% support test - 2010. 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 <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2009. 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 <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2010. 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 <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2009. 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 <input type="checkbox"/>			
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 <input type="checkbox"/>			

Schedule A (Form 990 or 990-EZ) 2010

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2010

For Organizations Exempt From Income Tax Under section 501(c) and section 527

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 V, line 46 (Political Campaign Activities), then

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

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

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

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

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

Name of organization ALASKA WILDERNESS LEAGUE Employer identification number 52-1814742

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

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	11,612.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	44,626.													
c	Total lobbying expenditures (add lines 1a and 1b)	56,238.													
d	Other exempt purpose expenditures	4,067,124.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	4,123,362.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	356,168.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>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)	89,042.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying nontaxable amount	317,900.	350,709.	322,460.	356,168.	1,347,237.
b Lobbying ceiling amount (150% of line 2a, column(e))					2,020,856.
c Total lobbying expenditures	57,583.	48,019.	13,349.	56,238.	175,189.
d Grassroots nontaxable amount	79,475.	87,677.	80,615.	89,042.	336,809.
e Grassroots ceiling amount (150% of line 2d, column (e))					505,214.
f Grassroots lobbying expenditures	11,543.	12,074.	1,218.	11,612.	36,447.

Schedule C (Form 990 or 990-EZ) 2010

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

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

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply):

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if 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 XIV and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

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

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

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Term endowment _____ %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI 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				
b Buildings				
c Leasehold improvements		115,372.	32,977.	82,395.
d Equipment		141,647.	111,816.	29,831.
e Other		70,391.	69,467.	924.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				113,150.

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

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) PENSION PLAN PAYABLE	995.
(3) TENANT SECURITY DEPOSIT LIABILITY	7,784.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	8,779.

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

Part XIV Supplemental Information (continued)

DOES NOT BELIEVE ITS FINANCIAL STATEMENT INCLUDE ANY UNCERTAIN TAX
POSITIONS.

Lined area for supplemental information.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	5,288,077.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	4,123,362.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	1,164,715.
4	Net unrealized gains (losses) on investments	4	313.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	313.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,165,028.

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

1	Total revenue, gains, and other support per audited financial statements	1	5,288,390.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	313.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	313.
3	Subtract line 2e from line 1	3	5,288,077.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	5,288,077.

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

1	Total expenses and losses per audited financial statements	1	4,123,362.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	4,123,362.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	4,123,362.

Part XIV Supplemental Information

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

PART X, LINE 2: AWL HAS BEEN GRANTED TAX-EXEMPTION ON INCOME OTHER

THAN UNRELATED BUSINESS INCOME AS PROVIDED BY SECTION 501(A) OF THE

INTERNAL REVENUE CODE. AWL HAS BEEN CLASSIFIED BY THE INTERNAL REVENUE

SERVICE AS A 501(C)(3) ORGANIZATION AND IS NOT A PRIVATE FOUNDATION.

HOWEVER, AWL MAY BE LIABLE FOR A FEDERAL EXCISE TAX ON EXCESS LOBBYING

EXPENDITURES. NO EXCESSIVE LOBBYING EXPENSES WERE INCURRED FOR THE YEAR

ENDED DECEMBER 31, 2010. AWL RECOGNIZES THE EFFECT OF INCOME TAX POSITION

ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT TO BEING SUSTAINED. AWL

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		LIVING ARCTIC GALA (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	295,800.		295,800.
	2	Less: Charitable contributions	178,699.		178,699.
	3	Gross income (line 1 minus line 2)	117,101.		117,101.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	117,101.		117,101.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(117,101)
11	Net income summary. Combine line 3, column (d), and line 10			0.	

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
6	Volunteer labor	<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				

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **ALASKA WILDERNESS LEAGUE** Employer identification number **52-1814742**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
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	4	32,971.	SELLING PRICE
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**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		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	
32a 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 an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2010)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2010
Open to Public
Inspection

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

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

SCIENTIFIC RESEARCH TO PROMOTE THE LANDS AND WATERS OF ALASKA. IN
ADDITION AWL SUPPORTS LEGISLATION AND ADMINISTRATIVE INITIATIVES THAT
PROMOTE AND PROTECT THE ALASKAN ENVIRONMENT. THROUGH PUBLIC EDUCATION,
AWL STRENGTHENS GRASSROOTS ACTIVISM ON BEHALF OF ALASKA'S ENVIRONMENT,
AND PROVIDES LEADERSHIP WITHIN THE ENVIRONMENTAL COMMUNITY ON ISSUES
THAT CONCERN ALASKA.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

ACRES OF WILDERNESS-QUALITY LANDS IN THE CHUGACH AND THE TONGASS
NATIONAL FOREST.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OCEANS - THE CHUKCHI AND BEAUFORT SEAS ARE PRISTINE WILD PLACES, AND
ARE DISTINCTLY DIFFERENT FROM LOWER LATITUDE SEAS IN WAYS THAT MAKE
DIRECT AND IMPORTANT CONTRIBUTIONS TO GLOBAL OCEAN AND CLIMATE SYSTEMS.
WILDLIFE RESOURCES OF THESE OCEANS ARE CENTRAL TO THE SITES AND CULTURE
OF INDIGENOUS PEOPLES THROUGHOUT THE ARCTIC. AWL OPPOSES THE CURRENT
LEASING AND EXPLORATION OF THE BEAUFORT SEA AND CHUKCHI SEA BY THE
GOVERNMENT AND IS WORKING TO PREVENT THE GOVERNMENT FROM FUTURE LEASING
OF 33 MILLION ACRES IN THE BEAUFORT SEA AND 40 MILLION ACRES IN THE
CHUKCHI SEA.

EXPENSES \$ 810,029. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

BLM: WILDERNESS-QUALITY LANDS THROUGHOUT ALASKA - THE DEPARTMENT OF THE
INTERIOR'S BUREAU OF LAND MANAGEMENT (BLM) MANAGES 80 MILLION ACRES OF

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

Schedule O (Form 990 or 990-EZ) (2010)

032211
01-24-11

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

WILDERNESS-QUALITY LANDS THROUGHOUT ALASKA. THIS VAST AMOUNT OF WILD LAND HAS BEEN DIVIDED INTO FIVE REGIONAL PLANNING AREAS, AND THE BLM IS CURRENTLY IN THE PROCESS OF DEVELOPING RESOURCE MANAGEMENT PLANS FOR EACH OF THESE REGIONS. THE PURPOSE OF THE AWL BLM WILDLANDS PROGRAM IS TO ENSURE ADEQUATE PROTECTIONS OF CRITICAL AREAS WITHIN THE BLM PLANNING AREAS FROM MINERAL DEVELOPMENT USING A TWO-PRONGED APPROACH: (1) ANALYZING AND COMMENTING ON PUBLIC POLICY AND (2) GENERATING PUBLIC AWARENESS AND ACTIVISM THROUGH LOCAL GRASSROOTS ORGANIZING, PUBLIC EDUCATION, AND EARNED MEDIA.

EXPENSES \$ 145,515. INCLUDING GRANTS OF \$ 0. REVENUE \$ 90,436.

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION'S AUDIT COMMITTEE REVIEWS THE 990 ON BEHALF OF THE BOARD OF DIRECTORS. THE 990 IS THEN DISTRIBUTED TO THE REST OF THE BOARD VIA EMAIL PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: CONFLICT OF INTEREST STATEMENTS ARE COMPLETED AND SIGNED AT THE BOARD MEETINGS AND REVIEWED AND ENFORCED BY THE BOARD CHAIR. THOSE NOT COMPLETED ARE FOLLOWED UP BY THE DEPUTY DIRECTOR.

FORM 990, PART VI, SECTION B, LINE 15A: THE ORGANIZATION REQUIRES COMPARABLE PAY INFORMATION TO DETERMINE EXECUTIVE DIRECTOR COMPENSATION. THE MOST RECENT COMPENSATION REVIEW WAS COMPLETED IN MARCH 2011.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES GOVERNING DOCUMENTS AVAILABLE TO THE PUBLIC UPON REQUEST IN THE OFFICES OF THE ORGANIZATION. ADDITIONALLY THE ORGANIZATION MAKES ITS FORM 990 AVAILABLE TO THE PUBLIC VIA THEIR WEBSITE.

Name of the organization

ALASKA WILDERNESS LEAGUE

Employer identification number

52-1814742

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS:

313.

FORM 990, PART XII, LINE 2C

ALASKA WILDERNESS LEAGUE'S AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS PROCESS HAS NOT CHANGED DURING THE TAX YEAR.

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

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

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?

	Yes	No
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	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VII Supplemental Information

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

Lined area for supplemental information.

OCEANA, INC.

Public Disclosure Copy

Year Ended December 31, 2011

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

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

A For the 2011 calendar year, or tax year beginning and ending

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

C Name of organization: **OCEANA, INC.**
 Doing Business As:
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite:
1350 CONNECTICUT AVENUE, NW, 5TH FL.
 City or town, state or country, and ZIP + 4:
WASHINGTON, DC 20036

D Employer identification number: **51-0401308**

E Telephone number: **(202)-833-3900**

G Gross receipts \$: **20,333,557.**

F Name and address of principal officer: **JAMES F. SIMON**
SAME AS C ABOVE

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)
H(c) Group exemption number ▶

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

J Website: ▶ **WWW.OCEANA.ORG**

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: **2001** **M** State of legal domicile: **DC**

Part I Summary

Activities & Governance		Prior Year	Current Year
1	Briefly describe the organization's mission or most significant activities: TO ADVOCATE FOR POLICY CHANGES BY GOVERNMENTS AND CORPORATIONS IN ORDER TO PRESERVE OCEAN LIFE.		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	17
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	150
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	22,331,482.	19,665,430.
9	Program service revenue (Part VIII, line 2g)	0.	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	71,177.	27,870.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-582,227.	780.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	21,820,432.	19,694,080.
Expenses		Prior Year	Current Year
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	134,482.	39,374.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	9,493,476.	10,876,311.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	196,669.	288,322.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,097,525.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,770,022.	9,710,145.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	18,594,649.	20,914,152.
19	Revenue less expenses. Subtract line 18 from line 12	3,225,783.	-1,220,072.
Net Assets or Fund Balances		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	24,185,448.	22,981,350.
21	Total liabilities (Part X, line 26)	1,922,339.	1,951,567.
22	Net assets or fund balances. Subtract line 21 from line 20	22,263,109.	21,029,783.

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: *[Signature]* Date: **11/15/2012**
JAMES F. SIMON, EXEC VP, CFO & GENERAL COUNSEL
 Type or print name and title

Paid: Print/Type preparer's name: **FRANK H. SMITH** Preparer's signature: *[Signature]* Date: **11/15/12** Check if self-employed PTIN: **P00639053**

Preparer Use Only: Firm's name: **RAFFA, P.C.** Firm's EIN: **52-1511275**
 Firm's address: **1899 L STREET, NW, SUITE 900 WASHINGTON, DC 20036** Phone no.: **(202)-822-5000**

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

COPY

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: OCEANA IS AN INTERNATIONAL ADVOCACY ORGANIZATION CREATED WITH THE SOLE PURPOSE OF PROTECTING THE WORLD'S OCEANS TO SUSTAIN THE CIRCLE OF LIFE. OCEANA BRINGS TOGETHER DEDICATED PEOPLE FROM AROUND THE WORLD BY BUILDING AN INTERNATIONAL MOVEMENT TO SAVE THE OCEANS THROUGH PUBLIC

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 5,952,777. including grants of \$ 39,374.) (Revenue \$) NORTH AMERICAN OCEANS - DURING 2011, OCEANA INVESTED \$5,952,777 IN PROGRAM SERVICES FOR THE NORTH AMERICAN OCEANS (NAO). FOLLOWING ARE THE MAIN ACCOMPLISHMENTS OF OCEANA NORTH AMERICA'S SERVICES:

16.1 MILLION SQUARE MILES OF NORTH PACIFIC HABITAT PROTECTED

AFTER YEARS OF WORK BY OCEANA AND ALLIES, AN INTERNATIONAL DELEGATION AGREED IN MARCH TO CONSERVATION MEASURES THAT WILL PROTECT MORE THAN 16.1 MILLION SQUARE MILES OF SEAFLOOR HABITAT FROM BOTTOM TRAWLING IN THE NORTH PACIFIC OCEAN. THE DELEGATION ADOPTED OCEANA'S "FREEZE THE FOOTPRINT" APPROACH TO PREVENT THE EXPANSION OF BOTTOM TRAWLING INTO UNTOUCHED AREAS AND TO PROTECT SEAMOUNTS, CORALS AND OTHER VULNERABLE

4b (Code:) (Expenses \$ 7,750,687. including grants of \$) (Revenue \$) INTERNATIONAL ACTIVITIES - OCEANA INVESTED \$7,750,687 DURING 2011 IN INTERNATIONAL PROGRAM SERVICES. FOLLOWING ARE THE MAIN PROGRAM SERVICE ACCOMPLISHMENTS FOR OCEANA'S INTERNATIONAL ACTIVITIES IN 2011:

I. OCEANA BELIZE

BELIZEANS SPEAK UP AGAINST OFFSHORE DRILLING IN HISTORIC EFFORT OCEANA GATHERED TENS OF THOUSANDS OF SIGNATURES IN AN HISTORIC EXERCISE OF THE RIGHT TO A NATIONAL REFERENDUM TO BAN OFFSHORE OIL EXPLORATION AND DRILLING IN BELIZE. THIS WAS THE FIRST TIME IN BELIZE'S HISTORY THAT SUCH A CITIZEN'S REFERENDUM WAS ATTEMPTED.

4c (Code:) (Expenses \$ 1,788,857. including grants of \$) (Revenue \$) COMMUNICATIONS - OCEANA INVESTED \$1,788,857 IN COMMUNICATIONS SERVICES IN 2011. FOLLOWING ARE THE MAIN ACCOMPLISHMENTS OF OCEANA'S COMMUNICATIONS SERVICES:

GROWING THE ACTIVIST BASE TO MORE THAN 500,000 WAVEMAKERS

IN 2011, OCEANA HAD 555,794 E-ACTIVISTS, OR WAVEMAKERS. THANKS TO AN INCREASING AMOUNT OF WEB TRAFFIC AND VISIBILITY, OCEANA AVERAGED OVER 3,000 NEW WAVEMAKERS A MONTH FROM PEOPLE WHO HEARD ABOUT THE ORGANIZATION OR VISITED THE WEBSITE, NEARLY DOUBLE THE NUMBER OF SIGN-UPS RECEIVED IN 2010. IN ADDITION, OCEANA RETAINED EMAIL SUBSCRIBERS AT A HIGHER RATE THAN THE TYPICAL NON-PROFIT. THESE

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,263,513. including grants of \$) (Revenue \$)

4e Total program service expenses 16,755,834.

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>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
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>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
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>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <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 sections 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	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b Did the organization receive any payment from or engage in any transaction with 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
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

X

Table with columns for question number, question text, sub-part identifier, numerical answer, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (17); 1b Enter the number of voting members included in line 1a, above, who are independent (16); 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 governing documents since the prior Form 990 was filed? (X); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (X); 6 Did the organization have members or stockholders? (X); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (X); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (X); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (X); b 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 Did the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? (X); 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (X); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (X); 13 Did the organization have a written whistleblower policy? (X); 14 Did 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? a The organization's CEO, Executive Director, or top management official (X); b 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," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AK, AL, AR, AZ, CA, CO, CT, DE, FL, GA, HI, IA
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: JAMES F. SIMON - (202)-833-3900
1350 CONNECTICUT AVE, NW, 5TH FLOOR, WASHINGTON, DC 20036

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) KEITH ADDIS PRESIDENT	1.00	X		X				0.	0.	0.
(2) DR. KRISTIN PARKER CHAIR	1.00	X		X				0.	0.	0.
(3) JAMES SANDLER VICE-CHAIR	1.00	X		X				0.	0.	0.
(4) SIMON SIDAMON-ERISTOFF SECRETARY	1.00	X		X				0.	0.	0.
(5) VALERIE L. WHITING TREASURER	1.00	X		X				0.	0.	0.
(6) HERBERT M. BEDOLFE, III DIRECTOR	1.00	X						0.	0.	0.
(7) RICARDO CISNEROS DIRECTOR	1.00	X						0.	0.	0.
(8) TED DANSON DIRECTOR	1.00	X						0.	0.	0.
(9) SYDNEY DAVIS DIRECTOR	1.00	X						0.	0.	0.
(10) CESAR GAVIRIA DIRECTOR	1.00	X						0.	0.	0.
(11) MARIA EUGENIA GIRON DIRECTOR	1.00	X						0.	0.	0.
(12) STEPHEN P, MCALLISTER DIRECTOR	1.00	X						0.	0.	0.
(13) MICHAEL NORTHROP DIRECTOR	1.00	X						0.	0.	0.
(14) DR. DANIEL PAULY DIRECTOR	1.00	X						0.	0.	0.
(15) SUSAN ROCKEFELLER DIRECTOR	1.00	X						0.	0.	0.
(16) HEATHER STEVENS DIRECTOR	1.00	X						0.	0.	0.
(17) SAM WATERSTON DIRECTOR	1.00	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 (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(18) ANDREW F. SHARPLESS CHIEF EXECUTIVE OFFICER	40.00			X				242,744.	0.	45,652.
(19) JAMES F. SIMON EXECUTIVE VP/CFO/GENERAL COUNSEL	40.00			X				194,984.	0.	40,150.
(20) MICHAEL F. HIRSHFIELD SENIOR VP, NORTH AMERICA	40.00				X			190,015.	0.	29,212.
(21) BETTINA ALONSO VP OF DEVELOPMENT	40.00				X			156,461.	0.	30,253.
(22) XAVIER PASTOR VP FOR EURO PROGRAMS	40.00				X			204,056.	0.	0.
(23) MATTHEW M. LITTLEJOHN VP OF COMMUNICATIONS	40.00					X		139,494.	0.	29,060.
(24) DIEGO CORREA DIRECTOR OF FINANCE/ADMINISTRATION	40.00					X		142,451.	0.	24,096.
(25) SUSAN MURRAY SENIOR DIRECTOR, NORTH PACIFIC	40.00					X		126,464.	0.	11,693.
(26) JACQUELINE SAVITZ SENIOR CAMPAIGN DIRECTOR	40.00					X		113,989.	0.	20,204.
1b Sub-total								1,510,658.	0.	230,320.
c Total from continuation sheets to Part VII, Section A								115,776.	0.	27,369.
d Total (add lines 1b and 1c)								1,626,434.	0.	257,689.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **15**

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

(A) Name and business address	(B) Description of services	(C) Compensation
C&M INTERNATIONAL, 1001 PENNSYLVANIA AVE., NW, #1275, WASHINGTON, DC 20005	CONSULTATION & STRATEGIC ADVICE	470,468.
GIBRALTAR ASSOCIATES LLC, 815 CONNECTICUT AVE., NW, #800, WASHINGTON, DC 20006	PUBLIC RELATIONS ASSISTANCE	174,350.

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

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a 81,493.					
	b Membership dues	1b					
	c Fundraising events	1c 756,113.					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 18827824.					
	g Noncash contributions included in lines 1a-1f: \$	599,431.					
	h Total. Add lines 1a-1f		19665430.				
Program Service Revenue	2 a	Business Code					
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		19,006.			19,006.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		433,708.					
		b Less: cost or other basis and sales expenses					
		424,844.					
	c Gain or (loss)			8,864.		8,864.	
	d Net gain or (loss)			8,864.		8,864.	
	8 a Gross income from fundraising events (not including \$ 756,113. of contributions reported on line 1c). See Part IV, line 18	a 151,440.					
		b Less: direct expenses	b 214,633.				
c Net income or (loss) from fundraising events			-63,193.			-63,193.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a SUBLEASE INCOME	900099		113,743.			113,743.	
b MISCELLANEOUS	900099		1,927.			1,927.	
c FOREIGN CURRENCY LOSS	900099		-51,697.			-51,697.	
d All other revenue							
e Total. Add lines 11a-11d			63,973.				
12 Total revenue. See instructions.			19694080.	0.	0.	28,650.	

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).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	39,374.	39,374.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,133,527.	805,763.	55,017.	272,747.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	7,660,866.	6,139,219.	743,208.	778,439.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	461,061.	324,625.	76,009.	60,427.
9 Other employee benefits	1,160,536.	977,793.	90,916.	91,827.
10 Payroll taxes	460,321.	323,235.	61,353.	75,733.
11 Fees for services (non-employees):				
a Management				
b Legal	200,837.	181,343.	16,900.	2,594.
c Accounting	118,152.	49,916.	68,044.	192.
d Lobbying				
e Professional fundraising services. See Part IV, line 17	288,322.			288,322.
f Investment management fees	74,474.	49,580.	9,978.	14,916.
g Other	2,445,274.	2,216,271.	229,003.	
12 Advertising and promotion	184,754.	179,584.		5,170.
13 Office expenses	768,752.	621,456.	74,426.	72,870.
14 Information technology	106,991.	101,483.	5,508.	
15 Royalties				
16 Occupancy	1,696,790.	1,259,490.	236,776.	200,524.
17 Travel	1,290,128.	1,161,948.	30,337.	97,843.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	230,629.	135,237.	51,507.	43,885.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	409,871.	133,228.	258,371.	18,272.
23 Insurance	184,689.	155,679.	11,570.	17,440.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a REPAIRS/MAINTENANCE	1,152,524.	1,101,843.	24,761.	25,920.
b IMPAIR. LOSS - BELIZE	400,000.	400,000.		
c PUBL./SUBSCRIPTIONS	109,125.	93,154.	2,620.	13,351.
d RECRUITMENT	100,562.	100,562.		
e All other expenses	236,593.	205,051.	14,489.	17,053.
25 Total functional expenses. Add lines 1 through 24e	20,914,152.	16,755,834.	2,060,793.	2,097,525.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A)		(B)		
		Beginning of year		End of year		
Assets	1	Cash - non-interest-bearing	3,740.	1	297,958.	
	2	Savings and temporary cash investments	11,438,154.	2	9,568,466.	
	3	Pledges and grants receivable, net	10,062,630.	3	10,078,833.	
	4	Accounts receivable, net	151,567.	4	14,482.	
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7	Notes and loans receivable, net		7		
	8	Inventories for sale or use	16,269.	8	5,790.	
	9	Prepaid expenses and deferred charges	404,844.	9	532,482.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 5,871,823.			
	b	Less: accumulated depreciation	10b 4,057,728.			
	11	Investments - publicly traded securities	1,804,195.	10c 1,814,095.		
	12	Investments - other securities. See Part IV, line 11	63,163.	11 436,911.		
	13	Investments - program-related. See Part IV, line 11		12		
	14	Intangible assets		13		
	15	Other assets. See Part IV, line 11	240,886.	14		
16	Total assets. Add lines 1 through 15 (must equal line 34)	24,185,448.	15 232,333.	16 22,981,350.		
Liabilities	17	Accounts payable and accrued expenses	1,058,321.	17	1,120,993.	
	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		23		
	24	Unsecured notes and loans payable to unrelated third parties		24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	864,018.	25 830,574.		
	26	Total liabilities. Add lines 17 through 25	1,922,339.	26 1,951,567.		
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	7,330,286.	27	6,733,934.	
	28	Temporarily restricted net assets	14,932,823.	28	14,295,849.	
	29	Permanently restricted net assets		29		
	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	22,263,109.	33	21,029,783.		
34	Total liabilities and net assets/fund balances	24,185,448.	34	22,981,350.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	19,694,080.
2	Total expenses (must equal Part IX, column (A), line 25)	2	20,914,152.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,220,072.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	22,263,109.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-13,253.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	21,029,784.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <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?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
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 separate basis, consolidated 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.		

Form 990 (2011)

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

2011

Open to Public Inspection

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

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

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____	11g(i)	
(ii) A family member of a person described in (i) above? _____	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? _____	11g(iii)	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(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									

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

Schedule A (Form 990 or 990-EZ) 2011

132021
01-24-12

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	26781861.	15211352.	13146794.	22331482.	19665430.	97136919.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	26781861.	15211352.	13146794.	22331482.	19665430.	97136919.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						34542895.
6 Public support. Subtract line 5 from line 4.						62594024.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	26781861.	15211352.	13146794.	22331482.	19665430.	97136919.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	261,354.	217,276.	141,606.	191,186.	132,749.	944,171.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,189.	1,847.	9,182.	6,185.	1,927.	20,330.
11 Total support. Add lines 7 through 10						98101420.
12 Gross receipts from related activities, etc. (see instructions)					12	448,808.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	63.81	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	67.75	%
16a 33 1/3% support test - 2011. 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	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2010. 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	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2011. 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	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2010. 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	<input type="checkbox"/>		
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	<input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15		%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17		%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2011. 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 - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization OCEANA, INC.	Employer identification number 51-0401308
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	 <hr/> <hr/> <hr/>	\$ <u>2,800,226.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	 <hr/> <hr/> <hr/>	\$ <u>2,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	 <hr/> <hr/> <hr/>	\$ <u>1,145,815.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	 <hr/> <hr/> <hr/>	\$ <u>4,440,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	 <hr/> <hr/> <hr/>	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	 <hr/> <hr/> <hr/>	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

OCEANA, INC.

51-0401308

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 659,880.	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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization OCEANA, INC.	Employer identification number 51-0401308
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization
OCEANA, INC.

Employer identification number
51-0401308

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2011

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

▶ **See separate instructions.**

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

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

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

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

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

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

Name of organization OCEANA, INC. Employer identification number 51-0401308

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2011 LHA

132041 01-27-12

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

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	114,758.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	74,228.													
c	Total lobbying expenditures (add lines 1a and 1b)	188,986.													
d	Other exempt purpose expenditures	20,436,845.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	20,625,831.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">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)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total	
2a	Lobbying nontaxable amount	942,938.	956,201.	1,000,000.	1,000,000.	3,899,139.
b	Lobbying ceiling amount (150% of line 2a, column(e))					5,848,709.
c	Total lobbying expenditures	52,884.	54,020.	196,112.	188,986.	492,002.
d	Grassroots nontaxable amount	235,735.	239,050.	250,000.	250,000.	974,785.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,462,178.
f	Grassroots lobbying expenditures	11,088.	809.	103,758.	114,758.	230,413.

Schedule C (Form 990 or 990-EZ) 2011

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

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

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

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

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

Part IV Supplemental Information

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

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

OCEANA, INC.

Employer identification number 51-0401308

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 and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

1 Purpose(s) of conservation easements held by the organization (check all that apply). 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year. Table: Held at the End of the Tax Year. 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year. 4 Number of states where property subject to conservation easement is located. 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year. 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year. 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1. (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1. b Assets included in Form 990, Part X.

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

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

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

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

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

Part IV Escrow and Custodial Arrangements. Complete if 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 XIV and complete the following table:

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

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

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

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

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

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

- a Board designated or quasi-endowment %
- b Permanent endowment %
- c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		96,923.		96,923.
b Buildings				
c Leasehold improvements		1,871,368.	893,092.	978,276.
d Equipment		2,435,621.	1,806,685.	628,936.
e Other		1,467,911.	1,357,951.	109,960.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,814,095.

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

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT AND LEASE INCENTIVE	830,574.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	830,574.

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

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

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

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

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

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

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

Part XIV Supplemental Information

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

PART X, LINE 2: THE ORGANIZATION PERFORMED AN EVALUATION OF UNCERTAIN

TAX POSITIONS FOR THE YEAR ENDED DECEMBER 31, 2011, AND DETERMINED THAT THERE WERE NO MATTERS THAT WOULD REQUIRE RECOGNITION IN THE CONSOLIDATED FINANCIAL STATEMENTS OR THAT MAY HAVE ANY EFFECT ON ITS TAX-EXEMPT STATUS.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

Employer identification number

OCEANA, INC.

51-0401308

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EUROPE (INCLUDING ICELAND AND GREENLAND)	3	37	PROGRAM SERVICES, FUNDRAISING	POLICY, COMMUNICATIONS, SCIENCE, FUNDRAISING	5,924,539.
SOUTH AMERICA	1	10	PROGRAM SERVICES	POLICY, COMMUNICATIONS, SCIENCE	785,778.
CENTRAL AMERICA AND THE CARIBBEAN	1	5	PROGRAM SERVICES	POLICY, COMMUNICATIONS, SCIENCE	1,040,369.
3 a Sub-total	5	52			7,750,686.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	5	52			7,750,686.

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

Schedule F (Form 990) 2011

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) Yes No

Schedule F (Form 990) 2011

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: OCEANA IS NOT A GRANT-MAKING INSTITUTION. IN THE RARE CIRCUMSTANCES IN WHICH OCEANA MAKES A GRANT IN FURTHERANCE OF ITS MISSION, OCEANA MONITORS THE USE OF THE GRANT IN A MANNER APPROPRIATE UNDER THE CIRCUMSTANCES, INCLUDING THE NATURE OF THE GRANTEE AND THE PURPOSE OF THE GRANT.

Multiple horizontal lines for supplemental information.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		HAMPTON'S SPLASH PARTY	SEACHANGE	1	(add col. (a) through col. (c))	
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts	229,150.	665,053.	13,350.	907,553.
	2	Less: Charitable contributions	159,842.	595,840.	431.	756,113.
	3	Gross income (line 1 minus line 2)	69,308.	69,213.	12,919.	151,440.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	13,431.	36,861.		50,292.
	7	Food and beverages	34,858.	58,263.		93,121.
	8	Entertainment	26,825.	39,801.		66,626.
	9	Other direct expenses		3,319.	1,276.	4,595.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(214,634.)
11	Net income summary. Combine line 3, column (d), and line 10				-63,194.	

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))
		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
7	Direct expense summary. Add lines 2 through 5 in column (d)				()
8	Net gaming income summary. Combine line 1, column d, and line 7				

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

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

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

Name ▶ _____

Address ▶ _____

- 16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:

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

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

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: M&R STRATEGIC SERVICES

(I) ADDRESS OF FUNDRAISER:

2120 L STREET, NW, 6TH FL., WASHINGTON, DC 20037

(I) NAME OF FUNDRAISER: ILONA PONGRACZ

(I) ADDRESS OF FUNDRAISER:

24 RUE DE L'ATHENEE, CASE POSTALE 474, SWITZERLAND 1211

Part IV Supplemental Information (continued)

(I) NAME OF FUNDRAISER: NKG GLOBAL LLC

(I) ADDRESS OF FUNDRAISER:

590 MADISON AVENUE, 21ST FLOOR, NEW YORK, NY 10022

(I) NAME OF FUNDRAISER: PUBLIC INTEREST COMMUNICATIONS

(I) ADDRESS OF FUNDRAISER: 7700 LEESBURG PIKE , FALLS CHURCH, VA 22043

(I) NAME OF FUNDRAISER: ELIZABETH COLLATON

(I) ADDRESS OF FUNDRAISER: 807 N. IRVING STREET, ARLINGTON, VA 22201

(I) NAME OF FUNDRAISER: JOE MILOSCIA

(I) ADDRESS OF FUNDRAISER: 270 WEST 17TH STREET, #17C, NEW YORK, NY 10011

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

OCEANA, INC.

Employer identification number
51-0401308

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SURF INDUSTRY MANUFACTURERS ASSOCIATION - 8 ARGONAUT, SUITE 170 - ALISO VIEJO, CA 92656	33-0385201	501(C)(3)	30,000.	0.			DONATED TO SIMA TO BE USED TO FUND LOCAL OCEAN CONSERVATIVE ORGANIZATIONS.

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **1.**
- 3** Enter total number of other organizations listed in the line 1 table **0.**

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Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

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

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

SCHEDULE I, PART I, LINE 2: OCEANA IS NOT A GRANT-MAKING INSTITUTION. IN THE RARE CIRCUMSTANCES IN WHICH OCEANA MAKES A GRANT IN FURTHERANCE OF ITS MISSION, OCEANA MONITORS THE USE OF THE GRANT IN A MANNER APPROPRIATE UNDER THE CIRCUMSTANCES, INCLUDING THE NATURE OF THE GRANTEE AND THE PURPOSE OF THE GRANT.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2011

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

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

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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" 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? **4a** Yes No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** Yes No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** Yes No
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization? **5a** Yes No
- b** Any related organization? **5b** Yes No

If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization? **6a** Yes No
- b** Any related organization? **6b** Yes No

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7** Yes No

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III **8** Yes No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9** Yes No

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Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.
 For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii).
 Do not list any individuals that are not listed on Form 990, Part VII.

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ANDREW F. SHARPLESS	(i) 242,744. (ii) 0. (iii) 194,984.	0. 0. 0.	0. 0. 0.	30,000. 0. 24,600.	15,652. 0. 15,550.	288,396. 0. 235,134.	0. 0. 0.
2 JAMES F. SIMON	(i) 190,015. (ii) 0. (iii) 156,461.	0. 0. 0.	0. 0. 0.	22,800. 0. 19,531.	6,412. 0. 10,722.	219,227. 0. 186,714.	0. 0. 0.
3 MICHAEL F. HIRSHFIELD	(i) 204,056. (ii) 0. (iii) 139,494.	0. 0. 0.	0. 0. 0.	0. 0. 18,000.	0. 0. 11,060.	204,056. 0. 168,554.	0. 0. 0.
4 BETTINA ALONSO	(i) 108,891. (ii) 0. (iii) 0.	0. 0. 0.	33,560. 0. 0.	17,252. 0. 0.	6,844. 0. 0.	166,547. 0. 0.	0. 0. 0.
5 XAVIER PASTOR	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
6 MATTHEW M. LITTLEJOHN	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
7 DIEGO CORREA	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
8	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
9	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
10	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
11	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
12	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
13	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
14	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
15	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
16	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.

Part III Supplemental Information

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

PART I, LINE 4A: DIEGO CORREA, DIRECTOR OF FINANCE & ADMINISTRATION
RECEIVED A SEVERANCE PAYMENT IN THE AMOUNT OF \$33,560 FOR THE YEAR ENDED
DECEMBER 31, 2011.

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
ANGELA PAULY	ANGELA IS THE DAUGH	61,320.	ANGELA WAS		X

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: ANGELA PAULY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

ANGELA IS THE DAUGHTER OF DIRECTOR, DR. DANIEL PAULY

(C) AMOUNT OF TRANSACTION \$ 61,320.

(D) DESCRIPTION OF TRANSACTION: ANGELA WAS HIRED AS AN EMPLOYEE OF OCEANA ON 07/2010 AND HAS AN EMPLOYMENT CONTRACT UNTIL 6/30/2012.

(E) SHARING OF ORGANIZATION REVENUES? = NO

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
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	5	283,156.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous	X	2	221,275.	FAIR MARKET VALUE
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	95,000.	APPRAISAL
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ()				
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

1

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

Yes No

30a		X

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

31		X
----	--	---

32a		X
-----	--	---

b If "Yes," describe in Part II.
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

32a		X
-----	--	---

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

Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

OCEANA, INC.

Employer identification number
51-0401308

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

POLICY ADVOCACY, SCIENCE AND ECONOMICS, LEGAL ACTION, GRASSROOTS

MOBILIZATION, AND PUBLIC EDUCATION. OCEANA HAS BEEN DETERMINED BY THE

IRS TO BE A PUBLIC CHARITY BECAUSE OF THE DIVERSITY OF OCEANA'S FUNDING

SOURCES, WHICH INCLUDE PRIVATE, FAMILY, AND COMMUNITY FOUNDATIONS;

DONOR-ADVISED FUNDS; SELECT CORPORATIONS; AND INDIVIDUALS WHO MAKE

CONTRIBUTIONS OF DIVERSE AMOUNTS INCLUDING AT EVENTS, THROUGH THE MAIL,

AND ONLINE.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

MARINE ECOSYSTEMS.

THE MEASURES HALT THE EXPANSION OF BOTTOM TRAWLING AND OTHER BOTTOM

FISHING GEAR, AND REQUIRE AN ASSESSMENT OF THE LONG-TERM SUSTAINABILITY

OF FISH STOCKS, AS WELL AS A DETERMINATION THAT FISHING WOULD NOT HAVE

SIGNIFICANT EFFECTS ON SENSITIVE HABITATS AS A CONDITION TO ALLOW

FISHING INTO NEW AREAS.

U.S. COURT RULES GOVERNMENT MUST COUNT BYCATCH

AFTER A LONG BATTLE, OCEANA WON A COURT ORDER COMPELLING THE U.S.

GOVERNMENT TO DEVELOP A BINDING SYSTEM TO RELIABLY MEASURE BYCATCH IN

EAST COAST FISHERIES. BYCATCH REFERS TO THE FISH AND WILDLIFE THAT

FISHING VESSELS THROW OVERBOARD, OFTEN DEAD OR DYING, BECAUSE THEY ARE

NOT ECONOMICALLY VALUABLE OR BECAUSE REGULATIONS PROHIBIT THEM FROM

BEING CAUGHT.

Name of the organization

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THE U.S. NATIONAL MARINE FISHERIES SERVICE IS REQUIRED BY LAW TO ESTABLISH A SYSTEM TO ACCURATELY AND PRECISELY COUNT AND REPORT BYCATCH, BUT UNTIL OCEANA'S LEGAL VICTORY, IT FOUND EXCUSES NOT TO DO SO. AFTER THE DECISION BY THE U.S. COURT OF APPEALS FOR THE DISTRICT OF COLUMBIA CIRCUIT, THE FEDERAL GOVERNMENT MUST ESTABLISH A SYSTEM FOR REPORTING BYCATCH THAT IT WILL ACTUALLY FOLLOW AND COMPLY WITH, INCLUDING DETERMINING HOW MANY OBSERVERS ARE NEEDED ON BOARD COMMERCIAL FISHING VESSELS IN NEW ENGLAND AND THE MID-ATLANTIC.

BYCATCH IS ONE OF THE GREATEST PROBLEMS FACING THE OCEANS TODAY. IT DAMAGES MARINE ECOSYSTEMS BY NEEDLESSLY KILLING FISH AND WILDLIFE, CONTRIBUTING TO OVERFISHING AND FURTHER THREATENING OUR WILD SEAFOOD SUPPLY.

SEAFOOD FRAUD

IN 2011, OCEANA LAUNCHED A NEW CAMPAIGN TO COMBAT SEAFOOD FRAUD, THE PRACTICE OF MISLABELING ONE FISH AS ANOTHER. SEAFOOD FRAUD HAS IMPLICATIONS BOTH FOR HUMAN HEALTH AND OVERFISHING.

IN MAY 2011, OCEANA RELEASED A REPORT, "BAIT AND SWITCH: HOW SEAFOOD FRAUD HURTS OUR OCEANS, OUR WALLETS AND OUR HEALTH," DETAILING THAT LESS THAN 0.001 PERCENT OF IMPORTED SEAFOOD IN THE U.S. IS INSPECTED SPECIFICALLY FOR FRAUD. MORE THAN 80 PERCENT OF THE SEAFOOD SOLD IN THE U.S. IS IMPORTED. RECENT STUDIES HAVE FOUND THAT SEAFOOD MAY BE MISLABELED AS OFTEN AS 25 TO 70 PERCENT OF THE TIME FOR FISH LIKE RED SNAPPER, WILD SALMON AND ATLANTIC COD. THIS PRACTICE CHEATS CONSUMERS

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Schedule O (Form 990 or 990-EZ) (2011)

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AS WELL AS UNDERMINES CONSERVATION MEASURES TO PROTECT OVERFISHED SPECIES.

AN INVESTIGATION BY OCEANA REVEALED THAT ONE IN FIVE FISH FILLETS BOUGHT IN BOSTON-AREA SUPERMARKETS WAS MISLABELED, A CONFIRMATION OF THE WIDESPREAD ISSUE OF SEAFOOD FRAUD. ATLANTIC COD WAS THE MOST COMMONLY MISLABELED SPECIES IN OCEANA'S ANALYSIS, WHICH TESTED 88 SAMPLES FROM 15 SUPERMARKETS. RED SNAPPER, AN OVERFISHED SPECIES, WAS OFTEN SOLD AS VERMILION SNAPPER.

FULL WEST COAST BAN ON SHARK FIN TRADE

AFTER MONTHS OF WORK BY OCEANA AND ITS PARTNERS, CALIFORNIA GOVERNOR JERRY BROWN SIGNED LEGISLATION BANNING THE SALE, POSSESSION AND TRADE OF SHARK FINS. CALIFORNIA JOINED WASHINGTON, OREGON AND HAWAII IN PROTECTING SHARKS, ALL OF WHICH PASSED SIMILAR LAWS, OCEANA PROVIDED STRONG SCIENCE AND POLICY ADVOCACY TO ENSURE THE LEGISLATION HAD STRONG BIPARTISAN SUPPORT. THE LAWS MEAN THAT SHARK FIN SOUP WILL NO LONGER BE SOLD ON THE U.S. WEST COAST, AND THEY COMPLEMENT LEGISLATION PASSED IN 2010 THAT ENDED SHARK FINNING IN U.S. NATIONAL WATERS. ACCORDING TO GOVERNMENT DATA, APPROXIMATELY 85 PERCENT OF DRIED SHARK FIN IMPORTS TO THE UNITED STATES CAME THROUGH CALIFORNIA LAST YEAR, MAKING THE STATE THE HUB OF THE U.S. SHARK FIN MARKET.

FISHING GEAR MODIFICATIONS TO SAVE SEA TURTLES

AFTER CAMPAIGNING BY OCEANA, THE NEW ENGLAND FISHERY MANAGEMENT COUNCIL APPROVED A NEW RULE TO REQUIRE MODIFIED FISHING GEAR TO PROTECT SEA

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Schedule O (Form 990 or 990-EZ) (2011)

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TURTLES IN THE ATLANTIC SCALLOP FISHERY IN SPECIFIED AREAS AND DURING
TIMES WHEN SEA TURTLES ARE KNOWN TO BE PRESENT.

ALL SIX SPECIES OF SEA TURTLES FOUND IN U.S. WATERS ARE THREATENED OR
ENDANGERED. LOGGERHEADS ARE OFTEN INJURED OR KILLED BY SCALLOP DREDGES,
OFTEN MADE OF STEEL WITH A CHAIN BAG, THAT DRAG THE SEA FLOOR AND CAN
DROWN OR CRUSH THE TURTLES. KEMP'S RIDLEYS, THE RAREST SPECIES OF SEA
TURTLE, AS WELL AS GREEN AND LEATHERBACK SEA TURTLES, ARE CAUGHT AND
SOMETIMES KILLED BY THE SCALLOP DREDGES.

THE NEW GEAR, CALLED A TURTLE DEFLECTOR DREDGE, PUSHES SEA TURTLES OUT
OF HARM'S WAY. THE GOVERNMENT ESTIMATES THAT THE DEVICES WILL REDUCE
THE NUMBER OF SEA TURTLES KILLED BY DREDGES BY MORE THAN HALF.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

OIL COMPANIES ARE PREPARING TO DRILL OFF THE COAST OF BELIZE, INCLUDING
IN THE BELIZE BARRIER REEF, A UNESCO WORLD HERITAGE SITE THAT IS HOME
TO THOUSANDS OF CREATURES SUCH AS DOLPHINS, SEA TURTLES AND WHALE
SHARKS. THE REEF IS ALSO A TOP DRAW FOR VISITORS TO BELIZE, AND AS SUCH
IS ESSENTIAL TO THE TOURISM INDUSTRY, ONE OF THE COUNTRY'S MOST
IMPORTANT SOURCES OF REVENUE.

IN COLLABORATION WITH THE COALITION TO SAVE OUR NATURAL HERITAGE (A
COALITION OF LOCAL BELIZEAN ENVIRONMENTAL GROUPS), OCEANA CONDUCTED A
CAMPAIGN FROM THE CITIES TO THE MOST REMOTE VILLAGES TO GATHER
SIGNATURES. MORE THAN 10 PERCENT OF THE REGISTERED VOTERS IN THE
COUNTRY SIGNED THE PETITION.

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BELIZE ENDS TRAWLING IN NATIONAL WATERS

BELIZE FINALIZED A BAN ON ALL FORMS OF TRAWLING, ONE OF THE MOST
DESTRUCTIVE FISHING METHODS IN THE WORLD. BOTTOM TRAWLS WREAK HAVOC ON
OCEAN NURSERIES AND BOTTOM HABITAT. TRAWLERS ARE ALSO NOTORIOUS FOR
INDISCRIMINATELY KILLING MARINE LIFE, INCLUDING SEA TURTLES, MARINE
MAMMALS AND UNTARGETED FISH SPECIES. WITH THE DECISION, BELIZE JOINED
JUST A FEW COUNTRIES IN THE WORLD THAT HAVE COMPLETELY PROTECTED THEIR
WATERS FROM BOTTOM TRAWLING.

THE HISTORIC DECISION PROTECTS BELIZE'S SECTION OF THE MESOAMERICAN
REEF, THE LARGEST CORAL REEF SYSTEM IN THE WESTERN HEMISPHERE AND A
UNESCO WORLD HERITAGE SITE. IN ADDITION TO ITS ECOLOGICAL IMPORTANCE,
THE MESOAMERICAN REEF HAS INCALCULABLE VALUE TO BELIZE'S TOURISM
INDUSTRY AND CULTURE. HOME TO SOME OF THE ATLANTIC OCEAN'S ONLY ATOLLS,
IT IS ONE OF THE MOST POPULAR DIVING SITES IN THE WORLD.

II. OCEANA EUROPE:THE EUROPEAN UNION AND SPAIN INCREASE PROTECTION FOR SHARK SPECIES

THE EUROPEAN UNION BANNED ALL FISHING FOR PORBEAGLE SHARKS IN NOVEMBER
2011. LONG COVETED FOR THEIR LARGE FINS AND MEAT, PORBEAGLE SHARKS ARE
VULNERABLE TO OVERFISHING BECAUSE THEY ARE SLOW-GROWING, LATE-MATURING
AND GIVE BIRTH TO FEW YOUNG. THE PORBEAGLE SHARK POPULATION IN THE
MEDITERRANEAN SEA HAS DECLINED BY 99 PERCENT. UNDER THE NEW RULES, NO
PORBEAGLE SHARKS MAY BE CAUGHT IN E.U. WATERS, AND NO E.U. SHIP IN
INTERNATIONAL WATERS IS PERMITTED TO CATCH PORBEAGLES.

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IN ADDITION, AFTER LOBBYING BY OCEANA, THE SPANISH MINISTRY OF THE ENVIRONMENT DOUBLED THE NUMBER OF MARINE SPECIES OFFICIALLY PROTECTED IN SPAIN. NEW PROTECTED SPECIES INCLUDE 11 SHARKS, SUCH AS ANGEL SHARKS, SAWFISHES AND ANGULAR ROUGH-SHARKS, ALL CONSIDERED THREATENED OR ENDANGERED UNDER THE BARCELONA CONVENTION. THEIR PROTECTION BY SPAIN, EUROPE'S TOP SHARK FISHING NATION, SENDS A STRONG MESSAGE TO EUROPE AND THE WORLD.

ILLEGAL DRIFTNETS CURTAILED IN THE MEDITERRANEAN SEA

IN 2011, MOROCCO ENACTED A BAN ON THE USE, POSSESSION, MANUFACTURE OR SALE OF DRIFTNETS. WITH 300 VESSELS USING DRIFTNETS, MOROCCO HAD BEEN ONE OF THE MOST NOTORIOUS USERS OF THIS WASTEFUL GEAR IN THE MEDITERRANEAN. THESE FLOATING NETS CAN BE SEVERAL MILES OF LONG AND INDISCRIMINATELY CATCH AND KILL EVERYTHING IN THEIR PATH, GENERATING HUGE AMOUNTS OF BYCATCH. THOUSANDS OF MARINE CREATURES, INCLUDING WHALES, DOLPHINS, SHARKS, SEA TURTLES AND FISH ARE TRAPPED AND KILLED BY THIS INDISCRIMINATE FISHING GEAR EACH YEAR.

AFTER CAMPAIGNING BY OCEANA, TURKEY FOLLOWED SUIT AND ANNOUNCED IT WOULD STOP USING THE DESTRUCTIVE FISHING GEAR. IN 2009, OCEANA IDENTIFIED TURKISH VESSELS USING DRIFTNETS IN THE AEGEAN AND MEDITERRANEAN SEAS TO TARGET SWORDFISH AND ALBACORE, AND WE ESTIMATE THERE WERE 70 TO 150 VESSELS OPERATING IN THE COUNTRY BEFORE THE BAN.

III. OCEANA CHILE:

Name of the organization

OCEANA, INC.

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CHILE ENDS SHARK FINNING

IN JULY, THE CHILEAN NATIONAL CONGRESS PASSED LEGISLATION DRAFTED BY OCEANA THAT ENDS SHARK FINNING. SHARKS MUST NOW BE LANDED WITH ALL FINS ATTACHED. FINNING IS THE PRACTICE OF REMOVING A SHARK'S FINS AT SEA AND THROWING THE BLEEDING TORSO OVERBOARD TO DIE. MOST OF THE FINS GO TO CHINA WHERE THEY ARE USED IN SHARK FIN SOUP. AN INVESTIGATION BY OCEANA REVEALED THAT CHILE EXPORTED 71 TONS OF DRIED SHARK FINS FROM EIGHT DIFFERENT SPECIES BETWEEN 2006 AND 2009.

CHILE'S MORE THAN 2,500 MILES OF COASTLINE ARE HOME TO MANY SHARK SPECIES, INCLUDING THE WHALE SHARK, BASKING SHARK, PORBEAGLE AND SHORTFIN MAKO.

SECOND POWER PLANT DEFEATED IN CHILE

FOR THE SECOND TIME IN LESS THAN A YEAR, OCEANA HELPED DEFEAT A COAL-FIRED POWER PLANT ON THE COAST OF NORTHERN CHILE THAT WOULD HAVE THREATENED MARINE RESERVES THAT ARE HOME TO 80 PERCENT OF THE WORLD'S HUMBOLDT PENGUINS AS WELL AS BOTTLENOSE DOLPHINS, BLUE WHALES AND NUMEROUS OTHER MARINE ANIMALS. IN MARCH 2011, THE CAP COMPANY IN CHILE WITHDREW ITS PLANS TO CONSTRUCT THE 300-MEGAWATT CRUZ GRANDE POWER PLANT FOLLOWING PRESSURE FROM OCEANA AND ITS ALLIES.

EMISSIONS FROM THE PROPOSED POWER PLANT WOULD HAVE POLLUTED THE MARINE RESERVES. IN ADDITION, THE PLANTS WOULD HAVE DRAWN IN SEA WATER TO COOL THE PLANT, AND THEN DISCHARGED IT BACK INTO THE OCEAN AT HIGHER TEMPERATURES, WREAKING HAVOC ON THE COLD-WATER MARINE ECOSYSTEMS. ALSO,

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MERCURY EMISSIONS FROM THE PLANT WOULD HAVE CONTAMINATED THE LOCALLY
CAUGHT FISH AND MOLLUSKS LIKE THE CHILEAN ABALONE, DAMAGING A CRUCIAL
LOCAL FISHERY.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

ADDITIONAL SUPPORTERS HAVE HELPED OCEANA GENERATE MORE ACTIONS AND GROW
OCEANA'S REVENUE BASE.

INCREASING WAVEMAKERS' ACTION IN SUPPORT OF OCEANA

IN 2011, OCEANA'S E-ACTIVISTS INCREASED THE RATE AT WHICH THEY TOOK
ACTIONS IN SUPPORT OF OCEANA'S CAMPAIGNS, DUE TO THE EMOTIONALLY
COMPELLING ISSUES THE ORGANIZATION IS TACKLING. THE AVERAGE RESPONSE
RATE TO VARIOUS CALLS TO ACTION FOR 2011 GREW BY 57 PERCENT FROM 2010.

HIGHLIGHTING THE WORK OF EVERYDAY OCEAN HEROES

OCEANA STAFF HELPED CULL OVER 500 NOMINATIONS FOR THE 2011 OCEAN HEROES
INTO A GROUP OF SIX ADULT FINALISTS AND SIX JUNIOR FINALISTS WHO WERE
PRESENTED TO THE PUBLIC FOR A THREE-WEEK VOTING PERIOD PRIOR TO WORLD
OCEANS DAY.

IN ADDITION TO PROMOTIONAL SUPPORT FROM THE PROGRAM'S SPONSORS -
NAUTICA, REVO AND FOR COD & COUNTRY - OCEANA CREATED PARTNERSHIPS WITH
GAZELLE.COM AND SOCIAL MEDIA COMPANIES LIKE INSTAGRAM AND FOODSPOTTING
TO ENGAGE THE PUBLIC. MANY OF OCEANA'S CELEBRITY SUPPORTERS LIKE KATE
WALSH, KELLEN LUTZ, ADRIAN GRENIER, AND NICOLE RITCHIE HELPED THE
PROMOTION VIA TWITTER OR THEIR OWN WEBSITES. OVER 12,000 PEOPLE VOTED,

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Schedule O (Form 990 or 990-EZ) (2011)

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SELECTING SOUTHERN CALIFORNIA'S PETER WALLERSTEIN, FROM MARINE ANIMAL RESCUE, AS THE ADULT OCEAN HERO, AND EIGHT-YEAR-OLD MINNESOTA SHARK ADVOCATE SOPHIE BROMENSHENKEL AS THE JUNIOR HERO, WHILE OVER 4,000 USERS PLEDGED TO "BE AN OCEAN HERO" FOR WORLD OCEANS DAY.

EXPANDING SOCIAL MEDIA: 29,000 FOLLOWERS ON TWITTER AND OVER 51,000 FOLLOWERS ON FACEBOOK

OCEANA CONTINUED DEVELOPING A GROWING, ACTIVE AND RELATIVELY LARGE SOCIAL MEDIA COMMUNITY. OVER 29,000 PEOPLE FOLLOWED OCEANA'S DAILY TWITTER "TWEETS" ABOUT OCEANA'S CAMPAIGNS, AND OVER 51,000 PEOPLE RECEIVED FACEBOOK UPDATES IN 2011. THIS EXCEPTIONAL GROWTH IN TWITTER FOLLOWERS WAS ACHIEVED DUE TO OCEANA'S INCREASING CELEBRITY SUPPORT.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

LAW

EXPENSES \$ 735,209. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

MARINE SCIENCES

EXPENSES \$ 528,304. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

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

BELGIUM, BELIZE, CHILE, SPAIN,

UNITED KINGDOM, DENMARK

FORM 990, PART VI, SECTION A, LINE 4: IN MAY 2011, OCEANA AMENDED ITS BY-LAWS TO RAISE THE MAXIMUM NUMBER OF DIRECTORS FROM 15 TO 20 AND REMOVE MEMBERSHIP TERM LIMITS FOR ON THE BOARD OF DIRECTORS; TERM LIMITS FOR

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Schedule O (Form 990 or 990-EZ) (2011)

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HOLDING BOARD OFFICER POSITIONS WILL CONTINUE AS BEFORE.

FORM 990, PART VI, SECTION B, LINE 11: INFORMATION FOR THE FEDERAL FORM 990 COMES LARGELY FROM OCEANA'S INDEPENDENTLY AUDITED FINANCIAL STATEMENT, WHICH CONSOLIDATES OCEANA'S ACTIVITIES ACROSS NATIONAL BOUNDARIES. THE ACCOUNTING DEPARTMENT COLLECTS THIS AND OTHER INFORMATION NEEDED FOR THE FEDERAL FORM 990, WHICH IS REVIEWED AND PRESENTED IN DRAFT FORM BY A TAX ACCOUNTING FIRM. AFTER APPROVAL BY SENIOR MANAGEMENT, THE FINAL DRAFT OF THE 990 IS PRESENTED TO THE BOARD FOR REVIEW BEFORE IT IS SUBMITTED TO THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: EVERY YEAR, OCEANA'S OFFICERS, DIRECTORS, AND KEY EMPLOYEES FILL OUT A DISCLOSURE REPORT ASKING THEM TO DISCLOSE ANY FAMILY OR BUSINESS RELATIONSHIPS THEY MAY HAVE WITH OTHER OCEANA OFFICERS, DIRECTORS, OR KEY EMPLOYEES, AS WELL AS ANY FINANCIAL CONFLICTS OF INTEREST THEY MAY HAVE.

IN ADDITION, OCEANA'S CONFLICT OF INTEREST POLICY REQUIRES ANY DIRECTOR OR OFFICER WHO IS AN INTERESTED PERSON WITH RESPECT TO A TRANSACTION OR ARRANGEMENT UNDER CONSIDERATION BY THE CORPORATION TO PROMPTLY DISCLOSE TO THE BOARD OF DIRECTORS OR THE BOARD'S DESIGNATE THE EXISTENCE AND NATURE OF HIS OR HER FINANCIAL INTEREST IN THE TRANSACTION OR ARRANGEMENT.

IF THE CORPORATION IS CONSIDERING ENTERING INTO A TRANSACTION OR ARRANGEMENT IN WHICH AN INTERESTED PERSON HAS A FINANCIAL INTEREST, THE BOARD OF DIRECTORS APPOINTS A COMMITTEE OR SUBCOMMITTEE TO REVIEW THE TRANSACTION OR ARRANGEMENT. NO INTERESTED PERSON WITH RESPECT TO THE TRANSACTION OR ARRANGEMENT UNDER REVIEW WILL BE A MEMBER OF THIS COMMITTEE

132212
01-23-12

Schedule O (Form 990 or 990-EZ) (2011)

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

OR SUBCOMMITTEE OR OTHERWISE PARTICIPATE IN ITS DELIBERATIONS, EXCEPT TO FURNISH SUCH FACTUAL INFORMATION AS THE COMMITTEE MAY REQUEST. IF THE COMMITTEE FINDS THAT AN INTERESTED PERSON HAS A CONFLICT OF INTEREST WITH RESPECT TO A PROPOSED TRANSACTION OR ARRANGEMENT, THE COMMITTEE WILL OBTAIN RELIABLE INFORMATION ABOUT THE TERMS OF COMPARABLE TRANSACTIONS OR ARRANGEMENTS THAT ARE REASONABLY AVAILABLE TO THE CORPORATION FROM UNRELATED PARTIES FREE OF ANY CONFLICTS OF INTEREST. AFTER REVIEWING THIS COMPARABILITY INFORMATION, THE COMMITTEE WILL DETERMINE BY MAJORITY VOTE WHETHER THE PROPOSED TRANSACTION OR ARRANGEMENT IS FAIR AND REASONABLE TO THE CORPORATION AND WHETHER IT WOULD BE IN THE CORPORATION'S BEST INTEREST TO ENTER INTO IT ON THE TERMS PROPOSED. IF THE BOARD OF DIRECTORS LEARNS THAT A DIRECTOR OR OFFICER HAS FAILED TO DISCLOSE A FINANCIAL INTEREST AS REQUIRED BY THIS POLICY, IT WILL INFORM THE INDIVIDUAL AND AFFORD AN OPPORTUNITY FOR THE INDIVIDUAL TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. AFTER HEARING THE INDIVIDUAL'S RESPONSE, THE BOARD WILL TAKE APPROPRIATE ACTION IF ANY ACTION IS NEEDED.

AS FOR THE STAFF, OCEANA'S EMPLOYEE MANUAL STATES ITS CONFLICT OF INTEREST POLICY ENFORCEMENT RULES. EMPLOYEES MUST DISCLOSE ANY ACTUAL, POTENTIAL, OR APPARENT CONFLICT OF INTEREST TO THE GENERAL COUNSEL. WHERE APPROPRIATE, THE GENERAL COUNSEL MAY REQUIRE SUITABLE REMEDIAL ACTION, SUCH AS DIVESTITURE OF ADVERSE INTERESTS, RECUSAL FROM CERTAIN DECISIONS, OR OTHER ACTION TO AVOID AN APPEARANCE OR EXISTENCE OF A CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15: OCEANA'S PROCESS FOR DETERMINING COMPENSATION OF ITS CEO, OFFICERS, AND KEY EMPLOYEES IS AS FOLLOWS: OCEANA PROVIDES THE FINANCE AND AUDIT COMMITTEE OF THE BOARD OF DIRECTORS WITH DATA FROM MULTIPLE SOURCES ON COMPARABLE SALARIES IN OTHER NONPROFIT

132212
01-23-12

Schedule O (Form 990 or 990-EZ) (2011)

14451115 786783 OCEANA

56
2011.04040 OCEANA, INC.**COPY**
OCEANA_1

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

ORGANIZATIONS, ESPECIALLY BUT NOT LIMITED TO THOSE IN THE CONSERVATION FIELD, FOR OCEANA'S CEO, TOP MANAGEMENT, OFFICERS, AND KEY EMPLOYEES. THE COMMITTEE REVIEWS THESE DATA TO DETERMINE IF THE COMPENSATION IS REASONABLE AND THAT OCEANA HAS NOT ENGAGED IN AN EXCESS BENEFIT TRANSACTION WITH ANY INDIVIDUAL IN A POSITION TO SUBSTANTIALLY INFLUENCE THE ORGANIZATION'S AFFAIRS. THE DISCUSSIONS ARE DOCUMENTED IN THE MINUTES.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AK, AL, AR, AZ, CA, CO, CT, DE, FL, GA, HI, IA, ID, IL, IN, KS, KY, LA, MA, MD, ME, MI, MN, MO, MS
MT, NC, ND, NE, NH, NJ, NM, NV, NY, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VA, VT, WA, WI, WV, WY

FORM 990, PART VI, SECTION C, LINE 19: OCEANA POSTS ANNUAL REPORTS, ITS AUDITED FINANCIAL STATEMENT, AND THE PUBLIC DISCLOSURE COPY OF ITS IRS FORM 990 ON ITS WEBSITE, WWW.OCEANA.ORG. IT ALSO SHARES RELEVANT INFORMATION WITH INDEPENDENT "WATCHDOG" ORGANIZATIONS SUCH AS GUIDESTAR, CHARITY NAVIGATOR AND THE BETTER BUSINESS BUREAU TO ALLOW THESE ORGANIZATIONS INDEPENDENT ASSESSMENT OF OCEANA'S ACCOUNTABILITY AND TRANSPARENCY.

OCEANA'S ARTICLES OF INCORPORATION, BY-LAWS AND FORM 1023 ARE AVAILABLE TO MEMBERS OF THE PUBLIC UPON WRITTEN REQUEST. OCEANA'S ARTICLES OF INCORPORATION, AS WELL AS A CERTIFICATE OF GOOD STANDING, ARE ALSO INDEPENDENTLY AVAILABLE THROUGH THE DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS FOR THE DISTRICT OF COLUMBIA (WHERE OCEANA, INC. IS INCORPORATED), THOUGH THERE IS A FEE FOR THIS SERVICE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS:

-13,253.

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

FORM 990: THIS RETURN PRESENTS CONSOLIDATED FINANCIAL STATEMENTS FOR OCEANA, INC. AND ITS NON-U.S. AFFILIATES. OCEANA HAS FIELD OFFICES IN SPAIN, THE UNITED KINGDOM, DENMARK, BELGIUM, BELIZE AND CHILE FOR THE PURPOSE OF BUILDING AN INTERNATIONAL MOVEMENT TO SAVE THE OCEANS THROUGH PUBLIC POLICY ADVOCACY, SCIENCE AND ECONOMICS, LEGAL ACTION, GRASSROOTS MOBILIZATION, AND PUBLIC EDUCATION. THE OFFICES IN SPAIN, BELIZE, AND THE UNITED KINGDOM FOLLOW THE HOST COUNTRY'S REGULATIONS AND, AS A RESULT, WERE INCORPORATED AS INDEPENDENT ENTITIES. HOWEVER, THESE ENTITIES ARE DEPENDENT ON OCEANA FOR FUNDING, PARTICIPATE IN OCEANA ACTIVITIES AND DECISION-MAKING, AND CARRY OUT THE GENERAL MISSION AND INTERNATIONAL ACTIVITIES OF OCEANA.

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047

2011
Open to Public Inspection

Name of the organization

OCEANA, INC.

Employer identification number
51-0401308

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
OCEANA ADVOCACY RESOURCES, INC. - 31-1814181 1350 CONNECTICUT AVENUE, NW, 5TH FLOOR WASHINGTON, DC 20036	LOBBYING	DISTRICT OF COLUMBIA	501(C)(4)	N/A	OCEANA, INC.		X

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

Schedule R (Form 990) 2011

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.
 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
 b Gift, grant, or capital contribution to related organization(s)
 c Gift, grant, or capital contribution from related organization(s)
 d Loans or loan guarantees to or for related organization(s)
 e Loans or loan guarantees by related organization(s)
 f Sale of assets to related organization(s)
 g Purchase of assets from related organization(s)
 h Exchange of assets with related organization(s)
 i Lease of facilities, equipment, or other assets to related organization(s)
 j Lease of facilities, equipment, or other assets from related organization(s)
 k Performance of services or membership or fundraising solicitations for related organization(s)
 l Performance of services or membership or fundraising solicitations by related organization(s)
 m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
 n Sharing of paid employees with related organization(s)
 o Reimbursement paid to related organization(s) for expenses
 p Reimbursement paid by related organization(s) for expenses
 q Other transfer of cash or property to related organization(s)
 r Other transfer of cash or property from related organization(s)

	Yes	No
1a		X
1b		X
1c		X
1d		X
1e		X
1f		X
1g		X
1h		X
1i		X
1j		X
1k		X
1l		X
1m	X	
1n	X	
1o		X
1p		X
1q		X
1r		X

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	Oceana, Inc.	<input checked="" type="checkbox"/> 51-0401308
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1350 Connecticut Avenue, NW, 5th Fl.	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Washington, DC 20036	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

James F. Simon - 1350 Connecticut Ave, NW, 5th Floor -

- The books are in the care of **Washington, DC 20036**
Telephone No. **(202) 833-3900** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **November 15, 2012.**
- 5 For calendar year **2011**, or other tax year beginning _____, and ending _____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension
Additional time is needed to gather information necessary to file a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **James F. Simon** Title **CPA** Date **8/1/12**

OCEANA, INC.

Public Disclosure Copy

Year Ended December 31, 2010

Form **990**

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2010

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 2010 calendar year, or tax year beginning _____ and ending _____

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization OCEANA, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1350 CONNECTICUT AVE., NW, 5TH FL. City or town, state or country, and ZIP + 4 WASHINGTON, DC 20036 F Name and address of principal officer: JAMES F. SIMON SAME AS C ABOVE	D Employer identification number 51-0401308 E Telephone number (202) 833-3900 G Gross receipts \$ 22,304,219. 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) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.OCEANA.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2001 M State of legal domicile: DC

Part I Summary

Activities & Governance	<p>1 Briefly describe the organization's mission or most significant activities: TO ADVOCATE FOR POLICY CHANGES BY GOVERNMENTS AND CORPORATIONS IN ORDER TO PRESERVE OCEAN LIFE.</p> <p>2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.</p> <p>3 Number of voting members of the governing body (Part VI, line 1a) 3 <u>14</u></p> <p>4 Number of independent voting members of the governing body (Part VI, line 1b) 4 <u>13</u></p> <p>5 Total number of individuals employed in calendar year 2010 (Part V, line 2a) 5 <u>138</u></p> <p>6 Total number of volunteers (estimate if necessary) 6 <u>300</u></p> <p>7a Total unrelated business revenue from Part VIII, column (C), line 12 7a <u>0.</u></p> <p>7b Net unrelated business taxable income from Form 990-T, line 34 7b <u>0.</u></p>																									
Revenue		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>Prior Year</th> <th>Current Year</th> </tr> </thead> <tbody> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td align="right">13,146,794.</td> <td align="right">22,331,482.</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td align="right">0.</td> <td align="right">0.</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td align="right">71,442.</td> <td align="right">71,177.</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td align="right">-138,611.</td> <td align="right">-582,227.</td> </tr> <tr> <td>12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td align="right">13,079,625.</td> <td align="right">21,820,432.</td> </tr> </tbody> </table>		Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	13,146,794.	22,331,482.	9 Program service revenue (Part VIII, line 2g)	0.	0.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	71,442.	71,177.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-138,611.	-582,227.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,079,625.	21,820,432.						
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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	<p>Signature of officer <i>[Signature]</i> Date <u>11/15/11</u></p> <p>JAMES F. SIMON, EXEC VP, CFO & GENERAL COUNSEL Type or print name and title</p>	
Paid Preparer Use Only	<p>Print/Type preparer's name FRANK H. SMITH Preparer's signature <i>[Signature]</i> Date 11/15/11 Check <input type="checkbox"/> self-employed PTIN</p> <p>Firm's name ▶ RAFFA, P.C. Firm's EIN ▶</p> <p>Firm's address ▶ 1899 L STREET, NW, SUITE 900 Phone no. (202) 822-5000 WASHINGTON, DC 20036</p>	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: OCEANA IS AN INTERNATIONAL ADVOCACY ORGANIZATION CREATED WITH THE SOLE PURPOSE OF PROTECTING THE WORLD'S OCEANS TO SUSTAIN THE CIRCLE OF LIFE. OCEANA BRINGS TOGETHER DEDICATED PEOPLE FROM AROUND THE WORLD BY BUILDING AN INTERNATIONAL MOVEMENT TO SAVE THE OCEANS THROUGH

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

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

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 \$ 6,639,505. Including grants of \$ 37,287.) (Revenue \$) NORTH AMERICAN OCEANS - DURING 2010, OCEANA INVESTED \$6,639,505 IN PROGRAM SERVICES FOR THE NORTH AMERICAN OCEANS (NAO). FOLLOWING ARE THE MAIN ACCOMPLISHMENTS OF OCEANA NORTH AMERICA'S SERVICES:

GETTING THE U.S. OFFSHORE DRILLING BAN REINSTATED EIGHT MONTHS AFTER THE DEVASTATING OIL SPILL IN THE GULF OF MEXICO, THE OBAMA ADMINISTRATION ANNOUNCED THAT IN ITS NEW FIVE-YEAR DRILLING PLAN, NO NEW OFFSHORE DRILLING WOULD BE ALLOWED IN THE EASTERN GULF OF MEXICO OR OFF THE ATLANTIC AND PACIFIC COASTS IN A REVERSAL OF ITS MARCH ANNOUNCEMENT TO OPEN AMERICAN COASTS TO DRILLING. THE GOVERNMENT ALSO ANNOUNCED THE START OF A NEW PROCESS TO RECONSIDER DRILLING IN THE ARCTIC'S BEAUFORT SEA.

4b (Code:) (Expenses \$ 4,885,134. Including grants of \$ 53,583.) (Revenue \$) INTERNATIONAL ACTIVITIES - OCEANA INVESTED \$4,885,134 DURING 2010 IN INTERNATIONAL PROGRAM SERVICES. FOLLOWING ARE THE MAIN PROGRAM SERVICE ACCOMPLISHMENTS FOR OCEANA'S INTERNATIONAL ACTIVITIES IN 2010:

I. OCEANA BELIZE

PROTECTING BELIZE FROM FOREIGN FLEETS BELIZE IS HOME TO A PORTION OF THE WORLD'S SECOND LARGEST REEF SYSTEM AND A THRIVING LOCAL FISHING COMMUNITY. MANY BELIZEAN FISHERMEN STILL USE AGE-OLD METHODS TO CATCH LOBSTER, SHELLFISH AND REEF FISH FROM THEIR CANOES, SUPPORTING A THRIVING LOCAL FISH MARKET.

4c (Code:) (Expenses \$ 1,888,956. Including grants of \$ 1,067.) (Revenue \$) COMMUNICATIONS - OCEANA INVESTED \$1,888,956 IN COMMUNICATIONS SERVICES. FOLLOWING ARE THE MAIN ACCOMPLISHMENTS OF OCEANA'S COMMUNICATIONS SERVICES:

ACTIVIST BASE AT OVER 500,000 WAVEMAKERS OCEANA'S BASE OF SUPPORTERS GREW 40% FROM JUST OVER 300,000 SUPPORTERS TO OVER 500,000 BY YEARS END. WE EXPANDED OUR RECRUITMENT EFFORTS AND GOAL IN RESPONSE TO THE DEEPWATER DRILLING DISASTER. THANKS TO THE CRISIS AND NEW ACQUISITION FUNDS, OCEANA WAS ABLE TO RECRUIT HUNDREDS OF THOUSANDS OF NEW SUPPORTERS. OCEANA RAN A NATIONAL WEB BANNER ADVERTISING CAMPAIGN AROUND OUR "STOP THE DRILL" PETITION THAT DROVE SIGNUPS AND HEAVILY FEATURED OCEANA'S MESSAGE ABOUT OFFSHORE OIL

4d Other program services. (Describe in Schedule O.) (Expenses \$ 1,213,254. Including grants of \$ 42,545.) (Revenue \$)

4e Total program service expenses 14,626,849.

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>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
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>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
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>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in trust, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Form 990 (2010)

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	X	
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gambling (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
4b	If "Yes," enter the name of the foreign country: BELGIUM, BELIZE, CHILE, SPAIN See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	X	
7d	If "Yes," indicate the number of Forms 8282 filed during the year		1
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		N/A
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		N/A
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		N/A
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		N/A
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		N/A
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		N/A
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.		N/A
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

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

Section A. Governing Body and Management

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	14			
b Enter the number of voting members included in line 1a, above, who are independent		13		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?				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 governing documents since the prior Form 990 was filed?				X
5 Did the organization become aware during the year of a significant 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
b 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:				
a The governing body?			X	
b 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.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	X	
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	X	
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
b 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	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	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?		
a The organization's CEO, Executive Director, or top management official	X	
b 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
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **AK, AL, AR, AZ, CA, CO, CT, DE, FL, GA, HI, IA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **JAMES F. SIMON - (202)833-3900**
1350 CONNECTICUT AVE, NW, 5TH FL, WASHINGTON, DC 20036

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
KEITH ADDIS PRESIDENT	1.00	X		X			0.	0.	0.	
DR. KRISTIN PARKER CHAIR	1.00	X		X			0.	0.	0.	
JAMES SANDLER VICE-CHAIR	1.00	X		X			0.	0.	0.	
SIMON SIDAMON-ERISTOFF SECRETARY	1.00	X		X			0.	0.	0.	
VALERIE L. WHITING TREASURER	1.00	X		X			0.	0.	0.	
HERBERT M. BEDOLFE, III DIRECTOR	1.00	X					0.	0.	0.	
TED DANSON DIRECTOR	1.00	X					0.	0.	0.	
CESAR GAVIRIA DIRECTOR	1.00	X					0.	0.	0.	
MARIA EUGENIA GIRON DIRECTOR	1.00	X					0.	0.	0.	
STEPHEN P. MCALLISTER DIRECTOR	1.00	X					0.	0.	0.	
MICHAEL NORTHPROP DIRECTOR	1.00	X					0.	0.	0.	
DR. DANIEL PAULY DIRECTOR	1.00	X					0.	0.	0.	
HEATHER STEVENS DIRECTOR	1.00	X					0.	0.	0.	
SAM WATERSTON DIRECTOR	1.00	X					0.	0.	0.	
ANDREW F. SHARPLESS CHIEF EXECUTIVE OFFICER	40.00			X			220,417.	0.	41,940.	
JAMES F. SIMON EXECUTIVE VP/CFO/GENERAL COUNSEL	40.00			X			194,400.	0.	38,808.	
MICHAEL F. HIRSHFIELD SENIOR VP, NORTH AMERICA	40.00				X		181,412.	0.	23,370.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
BETTINA ALONSO VP OF DEVELOPMENT	40.00				X		161,201.	0.	32,900.	
XAVIOR PASTOR VP FOR EURO PROGRAMS	40.00				X		172,510.	0.	0.	
MATTHEW M. LITTLEJOHN VP OF COMMUNICATIONS	40.00					X	144,560.	0.	32,334.	
DIEGO CORREA DIRECTOR OF FINANCE/ADMINISTRATION	40.00					X	115,000.	0.	20,396.	
SUSAN MURRAY ASSOCIATE DIRECTOR, NORTH PACIFIC	40.00					X	117,320.	0.	25,416.	
ERIC A. BILSKY ASSISTANT GENERAL COUNSEL	40.00					X	114,537.	0.	28,533.	
JACQUELINE SAVITZ SENIOR CAMPAIGN DIRECTOR	40.00					X	105,000.	0.	25,392.	
1b Sub-total							1,526,357.	0.	269,089.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							1,526,357.	0.	269,089.	

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 **12**

	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 or individual 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
C&M INTERNATIONAL, 1001 PENNSYLVANIA AVE., NW, SUITE 1275, WASHINGTON, DC 20005	STRATEGIC CONSULTING SERVICES	524,266.
ACCOUNTANTS INTERNATIONAL, 12516 COLLECTION CENTER DR., CHICAGO, IL 60693	STAFFING & RECRUITMENT SERVICES	119,464.

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 **2**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a	1,476.				
	b	Membership dues	1b					
	c	Fundraising events	1c	1,541,431.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	20788575.				
	g	Noncash contributions included in lines 1a-1f: \$		13,911.				
	h	Total. Add lines 1a-1f		22331482.				
Program Service Revenue				Business Code				
	2 a							
	b							
	c							
	d							
	e							
	f	All other program service revenue						
g	Total. Add lines 2a-2f							
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			71,177.		71,177.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a			(i) Real				
				(ii) Personal				
		Gross Rents						
		Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7 a			(i) Securities				
				(ii) Other				
		Gross amount from sales of assets other than inventory			247.			
		Less: cost or other basis and sales expenses			247.			
	c	Gain or (loss)			0.			
	d	Net gain or (loss)			0.			
8 a	Gross income from fundraising events (not including \$ 1,541,431. of contributions reported on line 1c). See Part IV, line 18		a	123,331.				
b	Less: direct expenses		b	483,540.				
c	Net income or (loss) from fundraising events			-360,209.		-360,209.		
9 a	Gross income from gaming activities. See Part IV, line 19		a					
b	Less: direct expenses		b					
c	Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances		a					
	Less: cost of goods sold		b					
	Net income or (loss) from sales of inventory							
Miscellaneous Revenue				Business Code				
11 a	SUBLEASE INCOME		900099	120,009.		120,009.		
b	MISCELLANEOUS		900099	6,185.		6,185.		
c	FOREIGN CURRENCY LOSS		900099	-348,212.		-348,212.		
d	All other revenue							
e	Total. Add lines 11a-11d			-222,018.				
12	Total revenue. See instructions.			21820432.	0.	0.	-511,050.	

Part IX Statement of Functional Expenses

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	72,130.	72,130.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	62,352.	62,352.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,066,958.	683,377.	64,131.	319,450.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	6,559,243.	5,045,169.	972,188.	541,886.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	448,392.	297,176.	100,011.	51,205.
9 Other employee benefits	985,076.	822,085.	90,303.	72,688.
10 Payroll taxes	433,807.	290,440.	83,526.	59,841.
11 Fees for services (non-employees):				
a Management				
b Legal	73,264.	68,300.	3,820.	1,144.
c Accounting	86,762.	27,469.	59,293.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	196,669.			196,669.
f Investment management fees	59,178.	38,352.	4,031.	16,795.
g Other	2,159,429.	1,893,446.	236,438.	29,545.
12 Advertising and promotion	134,153.	128,914.	39.	5,200.
13 Office expenses	1,104,716.	758,019.	141,168.	205,529.
14 Information technology	94,130.	81,029.	9,601.	3,500.
15 Royalties				
16 Occupancy	1,460,940.	1,043,136.	214,027.	203,777.
17 Travel	1,347,744.	1,149,647.	111,323.	86,774.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	209,815.	67,154.	62,701.	79,960.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	362,742.		362,742.	
23 Insurance	226,870.	184,377.	23,327.	19,166.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a REPAIRS/MAINTENANCE	909,129.	892,394.	15,635.	1,100.
b INDIRECT COST ALLOCAT.	0.	562,876.	-743,653.	180,777.
c RECRUITMENT	282,221.	258,858.	20,895.	2,468.
d PUBL./SUBSCRIPTIONS	85,427.	67,487.	2,575.	15,365.
e DESIGN COSTS	77,042.	76,212.	0.	830.
f All other expenses	96,460.	56,450.	22,168.	17,842.
25 Total functional expenses. Add lines 1 through 24f	18,594,649.	14,626,849.	1,856,289.	2,111,511.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	4,496.	1	3,740.
	2	Savings and temporary cash investments	12,429,345.	2	11,438,154.
	3	Pledges and grants receivable, net	5,990,998.	3	10,062,630.
	4	Accounts receivable, net	244,114.	4	151,567.
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	0.	8	16,269.
	9	Prepaid expenses and deferred charges	84,196.	9	404,844.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 5,452,052.		
	b	Less: accumulated depreciation	10b 3,647,857.		
	11	Investments - publicly traded securities	1,944,063.	10c	1,804,195.
	12	Investments - other securities. See Part IV, line 11	38,388.	11	63,163.
	13	Investments - program-related. See Part IV, line 11		12	
	14	Intangible assets		13	
	15	Other assets. See Part IV, line 11	199,907.	14	
16	Total assets. Add lines 1 through 15 (must equal line 34)	20,935,507.	15	240,886.	
Liabilities	17	Accounts payable and accrued expenses	994,769.	16	24,185,448.
	18	Grants payable		17	1,058,321.
	19	Deferred revenue		18	
	20	Tax-exempt bond liabilities		19	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		20	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		21	
	23	Secured mortgages and notes payable to unrelated third parties		22	
	24	Unsecured notes and loans payable to unrelated third parties		23	
	25	Other liabilities. Complete Part X of Schedule D	878,366.	24	
	26	Total liabilities. Add lines 17 through 25	1,873,135.	25	864,018.
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.			26	1,922,339.
	27	Unrestricted net assets	12,522,578.	27	7,330,286.
	28	Temporarily restricted net assets	6,539,794.	28	14,932,823.
	29	Permanently restricted net assets		29	
	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	19,062,372.	33	22,263,109.	
34	Total liabilities and net assets/fund balances	20,935,507.	34	24,185,448.	

Form 990 (2010)

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	21,820,432.
2	Total expenses (must equal Part IX, column (A), line 25)	2	18,594,649.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,225,783.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	19,062,372.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-25,046.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	22,263,109.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <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 separate basis, consolidated 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.		

Form 990 (2010)

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	7700747.	26781861.	15211352.	13146794.	22331482.	85172236.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	7700747.	26781861.	15211352.	13146794.	22331482.	85172236.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						26742191.
6 Public support. Subtract line 5 from line 4						58430045.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	7700747.	26781861.	15211352.	13146794.	22331482.	85172236.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	176,140.	261,354.	217,276.	141,606.	191,186.	987,562.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	62,124.	1,189.	1,847.	9,182.	6,185.	80,527.
11 Total support. Add lines 7 through 10						86240325.
12 Gross receipts from related activities, etc. (see instructions)					12	349,868.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	67.75 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	70.54 %
16a 33 1/3% support test - 2010. 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	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2009. 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	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2010. 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	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2009. 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	<input type="checkbox"/>	
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	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2010

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

OCEANA, INC.

51-0401308

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 4,300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 3,549,920.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 1,000,013.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization OCEANA, INC.	Employer identification number 51-0401308
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7		\$ 549,756.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8		\$ 647,625.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9		\$ 500,000.	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.)

Name of organization

Employer identification number

OCEANA, INC.

51-0401308

Part II Noncash Property (see instructions)

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

Name of organization OCEANA, INC.	Employer identification number 51-0401308
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2010

For Organizations Exempt From Income Tax Under section 501(c) and section 527

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 V, line 46 (Political Campaign Activities), then

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

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

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

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

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

Name of organization OCEANA, INC.	Employer identification number 51-0401308
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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 the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

For Paperwork Reduction Act Notice, see the instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2010
LHA

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)	103,758.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	92,354.													
c	Total lobbying expenditures (add lines 1a and 1b)	196,112.													
d	Other exempt purpose expenditures	18,201,868.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	18,397,980.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>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)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total	
2a	Lobbying nontaxable amount	845,660.	942,938.	956,201.	1,000,000.	3,744,799.
b	Lobbying ceiling amount (150% of line 2a, column(e))					5,617,199.
c	Total lobbying expenditures	19,343.	52,884.	54,020.	196,112.	322,359.
d	Grassroots nontaxable amount	211,415.	235,735.	239,050.	250,000.	936,200.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,404,300.
f	Grassroots lobbying expenditures	1,045.	11,088.	809.	103,758.	116,700.

Schedule C (Form 990 or 990-EZ) 2010

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

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

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

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
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."

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

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply):

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

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

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

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

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

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

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

Part IV Escrow and Custodial Arrangements. Complete if 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 XIV and complete the following table:

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

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

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

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

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

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

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

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

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

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

Part VI 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				
b Buildings				
c Leasehold improvements		1,867,483.	743,486.	1,123,997.
d Equipment		2,131,920.	1,623,861.	508,059.
e Other		1,452,649.	1,280,510.	172,139.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,804,195.

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

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) DEFERRED RENT AND LEASE INCENTIVE	864,018.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	864,018.

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

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

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

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

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

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

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

Part XIV Supplemental Information

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

PART X, LINE 2: THE ORGANIZATION PERFORMED AN EVALUATION OF UNCERTAIN

TAX POSITIONS FOR THE YEAR ENDED DECEMBER 31, 2010, AND DETERMINED THAT THERE WERE NO MATTERS THAT WOULD REQUIRE RECOGNITION IN THE FINANCIAL STATEMENTS OR WHICH MAY HAVE ANY AFFECT ON ITS TAX-EXEMPT STATUS.

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

Employer identification number

OCEANA, INC.

51-0401308

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 V the organization's procedures for monitoring the use of grant funds outside the United States.

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EUROPE (INCLUDING ICELAND AND GREENLAND)	3	29	PROGRAM SERVICES, FUNDRAISING	POLICY, COMMUNICATIONS, SCIENCE, FUNDRAISING	3,799,074.
SOUTH AMERICA	1	6	PROGRAM SERVICES	POLICY, COMMUNICATIONS, SCIENCE	711,565.
CENTRAL AMERICA AND THE CARIBBEAN	1	2	PROGRAM SERVICES	POLICY, COMMUNICATIONS, SCIENCE	387,571.
3 a Sub-total	5	37			4,898,210.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	5	37			4,898,210.

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

Schedule F (Form 990) 2010

51-0401308

OCEANA, INC.

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

Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND AND GREENLAND)	A SINGLE DONATION FROM OCEANA TO THE PRINCE ALBERT II FOUNDATION TO FURTHER TO PROVIDE FUNDING	13,076.	WIRE TRANSFER	0.		
		SOUTH AMERICA	FOR A PROJECT TO CLEAN THE BAY OF ROBINSON CRUSOE	49,276.	CHECKS	0.		

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

3 Enter total number of other organizations or entities 0

SEE PART V FOR COLUMN (D) DESCRIPTIONS
29

COPY

Part IV Foreign Forms

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

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

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

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

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

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

Schedule F (Form 990) 2010

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: OCEANA IS NOT A GRANT-MAKING INSTITUTION. IN THE RARE CIRCUMSTANCES IN WHICH OCEANA MAKES A GRANT IN FURTHERANCE OF ITS MISSION, OCEANA MONITORS THE USE OF THE GRANT IN A MANNER APPROPRIATE UNDER THE CIRCUMSTANCES, INCLUDING THE NATURE OF THE GRANTEE AND THE PURPOSE OF THE GRANT.

PART II, COLUMN (D):

REGION: EUROPE (INCLUDING ICELAND AND GREENLAND)

(D) PURPOSE OF GRANT: A SINGLE DONATION FROM OCEANA TO THE PRINCE ALBERT II FOUNDATION TO FURTHER THE FOUNDATION'S MISSION.

REGION: SOUTH AMERICA

(D) PURPOSE OF GRANT: TO PROVIDE FUNDING FOR A PROJECT TO CLEAN THE BAY OF ROBINSON CRUSOE ISLAND FROM THE DEBRIS THAT WAS LEFT AFTER THE 2010 TSUNAMI IN CHILE.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		GALA (event type)	SEACHANGE (event type)	2 (total number)		
Revenue	1	Gross receipts	332,490.	1,037,936.	294,336.	1,664,762.
	2	Less: Charitable contributions	312,915.	992,636.	235,880.	1,541,431.
	3	Gross income (line 1 minus line 2)	19,575.	45,300.	58,456.	123,331.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs		33,622.	11,600.	45,222.
	7	Food and beverages		54,144.	76,731.	130,875.
	8	Entertainment	25,000.	9,450.	17,453.	51,903.
	9	Other direct expenses	38,789.	108,755.	107,996.	255,540.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(483,540)
11	Net income summary. Combine line 3, column (d), and line 10				-360,209.	

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<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			

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

13a		%
13b		%

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

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: JAMES ABEL EVENTS

(I) ADDRESS OF FUNDRAISER:

132 W. 36TH STREET, 9TH FLOOR, NEW YORK, NY 10018

(I) NAME OF FUNDRAISER: TIM KEENAN

(I) ADDRESS OF FUNDRAISER:

48 STAFFORD WAY, HASSOCKS, UNITED KINGDOM BN6 8QQ

Part IV Supplemental Information (continued)

(I) NAME OF FUNDRAISER: M&R ONLINE FUNDRAISING

(I) ADDRESS OF FUNDRAISER:

2120 L STREET, NW, 6TH FL., WASHINGTON, DC 20037

(I) NAME OF FUNDRAISER: DRI DEVELOPMENT RESOURCES, INC.

(I) ADDRESS OF FUNDRAISER:

1601 N. KENT STREET, SUITE 1200, ARLINGTON, VA 22209

(I) NAME OF FUNDRAISER: ELISA GAUDET

(I) ADDRESS OF FUNDRAISER:

353 EAST 83RD STREET, SUITE 19B, NEW YORK, NY 10028

(I) NAME OF FUNDRAISER: ILONA PONGRACZ

(I) ADDRESS OF FUNDRAISER:

24 RUE DE L'ATHENEES, CASE POSTALE 474, SWITZERLAND 1211

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

OCEANA, INC.

Employer identification number
51-0401308

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SURF INDUSTRY MANUFACTURERS ASSOCIATION - 8 ARGONAUT SUITE 170 - ALISO VIEJO, CA 92656	33-0385201	501(C)(3)	30,000.	0.			DONATED TO SIMA TO BE USED TO FUND LOCAL OCEAN CONSERVATIVE ORGANIZATIONS.
DUKE UNIVERSITY MARINE LAB 135 DUKE MARINE LAB ROAD BEAUFORT, NC 28516	56-0532129	501(C)(3)	10,000.	0.			TO SUPPORT DUKE UNIVERSITY MARINE LAB'S MARINE CONSERVATION PROJECTS.
WILDAID 744 MONTGOMERY STREET, SUITE 120 SAN FRANCISCO, CA 94111	20-3644441	501(C)(3)	25,000.	0.			TO SUPPORT THE ESTABLISHMENT OF A BAN ON THE SALE OF SHARK FIN AND SHARK FIN PRODUCTS IN THE

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

3 Enter total number of other organizations

▶ 3 .
▶ 0 .

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

Schedule I (Form 990) (2010)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

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

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

SCHEDULE I, PART I, LINE 2: OCEANA IS NOT A GRANT-MAKING INSTITUTION. IN THE RARE CIRCUMSTANCES IN WHICH OCEANA MAKES A GRANT IN FURTHERANCE OF ITS MISSION, OCEANA MONITORS THE USE OF THE GRANT IN A MANNER APPROPRIATE UNDER THE CIRCUMSTANCES, INCLUDING THE NATURE OF THE GRANTEE AND THE PURPOSE OF THE GRANT.

PART II, LINE 1, COLUMN (H):
NAME OF ORGANIZATION OR GOVERNMENT: WILDAID

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT THE ESTABLISHMENT OF A

Part IV Supplemental Information

BAN ON THE SALE OF SHARK FIN AND SHARK FIN PRODUCTS IN THE STATE OF CALIFORNIA.

Lined area for supplemental information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2010

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

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

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 type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" 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 from the organization or a related organization?
- 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:

e 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 Regulations 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		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2010

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

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

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

	(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				
1	ANDREW F. SHARPLESS	(i) 220,417.	(ii) 0.	(iii) 0.	26,450.	15,490.	262,357.	0.
		(ii) 0.	(iii) 0.	0.	0.	0.	0.	0.
2	JAMES F. SIMON	(i) 194,400.	(ii) 0.	(iii) 0.	23,328.	15,480.	233,208.	0.
		(ii) 0.	(iii) 0.	0.	0.	0.	0.	0.
3	MICHAEL F. HIRSHFIELD	(i) 181,412.	(ii) 0.	(iii) 0.	21,769.	1,601.	204,782.	0.
		(ii) 0.	(iii) 0.	0.	0.	0.	0.	0.
4	BETTINA ALONSO	(i) 161,201.	(ii) 0.	(iii) 0.	19,344.	13,556.	194,101.	0.
		(ii) 0.	(iii) 0.	0.	0.	0.	0.	0.
5	XAVIOR PASTOR	(i) 172,510.	(ii) 0.	(iii) 0.	0.	0.	172,510.	0.
		(ii) 0.	(iii) 0.	0.	0.	0.	0.	0.
6	MATTHEW M. LITTLEJOHN	(i) 144,560.	(ii) 0.	(iii) 0.	17,347.	14,987.	176,894.	0.
		(ii) 0.	(iii) 0.	0.	0.	0.	0.	0.
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

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

PUBLIC POLICY ADVOCACY, SCIENCE AND ECONOMICS, LEGAL ACTION, GRASSROOTS
MOBILIZATION, AND PUBLIC EDUCATION. OCEANA HAS BEEN DETERMINED BY THE
IRS TO BE A PUBLIC CHARITY BECAUSE OF THE DIVERSITY OF OCEANA'S FUNDING
SOURCES, WHICH INCLUDE PRIVATE, FAMILY, AND COMMUNITY FOUNDATIONS;
DONOR-ADVISED FUNDS; SELECT CORPORATIONS; AND INDIVIDUALS WHO MAKE
CONTRIBUTIONS OF DIVERSE AMOUNTS INCLUDING AT EVENTS, THROUGH THE MAIL,
AND ONLINE.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OTHER PROGRAMS

EXPENSES \$ 1,213,254. INCLUDING GRANTS OF \$ 42,545. REVENUE \$ 0.

**FORM 990, PART VI, SECTION B, LINE 11: INFORMATION FOR THE FORM 990 COMES
LARGELY FROM OCEANA'S INDEPENDENTLY AUDITED FINANCIAL STATEMENT, WHICH
CONSOLIDATES OCEANA'S ACTIVITIES ACROSS NATIONAL BOUNDARIES. THE
ACCOUNTING DEPARTMENT COLLECTS THIS AND OTHER INFORMATION NEEDED FOR THE
990, WHICH IS REVIEWED AND PRESENTED IN DRAFT FORM BY A TAX ACCOUNTING
FIRM. AFTER APPROVAL BY SENIOR MANAGEMENT, THE FINAL DRAFT OF THE 990 IS
PRESENTED TO THE BOARD FOR REVIEW BEFORE IT IS SUBMITTED TO THE IRS.**

**FORM 990, PART VI, SECTION B, LINE 12C: ANY DIRECTOR OR OFFICER WHO IS AN
INTERESTED PERSON WITH RESPECT TO A TRANSACTION OR ARRANGEMENT UNDER
CONSIDERATION BY THE CORPORATION SHALL PROMPTLY DISCLOSE TO THE BOARD OF
DIRECTORS OR THE BOARDS DESIGNATE THE EXISTENCE AND NATURE OF HIS OR HER
FINANCIAL INTEREST IN THE TRANSACTION OR ARRANGEMENT.**

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990 or 990-EZ.
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Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

OCEANA, INC.

Employer identification number

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IF THE CORPORATION IS CONSIDERING ENTERING INTO A TRANSACTION OR ARRANGEMENT IN WHICH AN INTERESTED PERSON HAS A FINANCIAL INTEREST, THE BOARD OF DIRECTORS SHALL APPOINT A COMMITTEE OR SUBCOMMITTEE TO REVIEW THE TRANSACTION OR ARRANGEMENT. NO INTERESTED PERSON WITH RESPECT TO THE TRANSACTION OR ARRANGEMENT UNDER REVIEW SHALL BE A MEMBER OF THIS COMMITTEE OR SUBCOMMITTEE OR OTHERWISE PARTICIPATE IN ITS DELIBERATIONS, EXCEPT TO FURNISH SUCH FACTUAL INFORMATION AS THE COMMITTEE MAY REQUEST. IF THE COMMITTEE FINDS THAT AN INTERESTED PERSON HAS A CONFLICT OF INTEREST WITH RESPECT TO A PROPOSED TRANSACTION OR ARRANGEMENT, THE COMMITTEE SHALL OBTAIN RELIABLE INFORMATION ABOUT THE TERMS OF COMPARABLE TRANSACTIONS OR ARRANGEMENTS THAT ARE REASONABLY AVAILABLE TO THE CORPORATION FROM UNRELATED PARTIES FREE OF ANY CONFLICTS OF INTEREST. AFTER REVIEWING THIS COMPARABILITY INFORMATION, THE COMMITTEE SHALL DETERMINE BY MAJORITY VOTE WHETHER THE PROPOSED TRANSACTION OR ARRANGEMENT IS FAIR AND REASONABLE TO THE CORPORATION AND WHETHER IT WOULD BE IN THE CORPORATION'S BEST INTEREST TO ENTER INTO IT ON THE TERMS PROPOSED. IF THE BOARD OF DIRECTORS LEARNS THAT A DIRECTOR OR OFFICER HAS FAILED TO DISCLOSE A FINANCIAL INTEREST AS REQUIRED BY THIS POLICY, IT SHALL INFORM THE INDIVIDUAL AND AFFORD AN OPPORTUNITY FOR THE INDIVIDUAL TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. AFTER HEARING THE INDIVIDUAL'S RESPONSE, THE BOARD SHALL TAKE APPROPRIATE ACTION IF ANY ACTION IS NEEDED.

AS FOR THE STAFF, OCEANA'S EMPLOYEE MANUAL STATES ITS CONFLICT OF INTEREST POLICY ENFORCEMENT RULES. EMPLOYEES MUST DISCLOSE ANY ACTUAL, POTENTIAL, OR APPARENT CONFLICT OF INTEREST TO THE GENERAL COUNSEL. WHERE APPROPRIATE, THE GENERAL COUNSEL MAY REQUIRE SUITABLE REMEDIAL ACTION, SUCH AS DIVESTITURE OR ADVERSE INTEREST, RECUSAL FROM CERTAIN DECISIONS, OR OTHER

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Schedule O (Form 990 or 990-EZ) (2010)

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Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

ACTION TO AVOID AN APPEARANCE OR EXISTENCE IF A CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15: OCEANA'S PROCESS FOR DETERMINING COMPENSATION OF ITS CEO, OFFICERS, AND KEY EMPLOYEES IS AS FOLLOWS: OCEANA PROVIDES THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS WITH DATA FROM MULTIPLE SOURCES ON COMPARABLE SALARIES IN OTHER NONPROFIT ORGANIZATIONS, ESPECIALLY BUT NOT LIMITED TO THOSE IN THE CONSERVATION FIELD, FOR OCEANA'S CEO, TOP MANAGEMENT, OFFICERS, AND KEY EMPLOYEES. THE COMMITTEE REVIEWS THESE DATA TO DETERMINE THE COMPENSATION IS REASONABLE AND THAT OCEANA HAS NOT ENGAGED IN AN EXCESS BENEFIT TRANSACTION WITH ANY INDIVIDUAL IN A POSITION TO SUBSTANTIALLY INFLUENCE THE ORGANIZATION'S AFFAIRS. THE DISCUSSIONS ARE DOCUMENTED IN THE MINUTES.

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

AK, AL, AR, AZ, CA, CO, CT, DE, FL, GA, HI, IA, ID, IL, IN, KS, KY, LA, MA, MD, ME, MI, MN, MO, MS
MT, NC, ND, NE, NJ, NM, NV, NY, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VA, VT, WA, WI, WV, WY

FORM 990, PART VI, SECTION C, LINE 19: OCEANA POSTS ANNUAL REPORTS AND ITS AUDITED FINANCIAL STATEMENT ON ITS WEBSITE, WWW.OCEANA.ORG. IT ALSO SHARES RELEVANT INFORMATION WITH INDEPENDENT "WATCHDOG" ORGANIZATIONS SUCH AS GUIDESTAR, CHARITY NAVIGATOR AND THE BETTER BUSINESS BUREAU TO ALLOW THESE ORGANIZATIONS INDEPENDENT ASSESSMENT OF OCEANA'S ACCOUNTABILITY AND TRANSPARENCY.

OCEANA'S ARTICLES OF INCORPORATION AND BY-LAWS ARE AVAILABLE TO MEMBERS OF THE PUBLIC UPON WRITTEN REQUEST. OCEANA'S ARTICLES OF INCORPORATION, AS WELL AS A CERTIFICATE OF GOOD STANDING, ARE ALSO INDEPENDENTLY AVAILABLE THROUGH THE DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS FOR THE DISTRICT

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Schedule O (Form 990 or 990-EZ) (2010)

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2010.04050 OCEANA, INC.

Name of the organization

OCEANA, INC.

Employer identification number

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OF COLUMBIA (WHERE OCEANA, INC. IS INCORPORATED), THOUGH THERE IS A FEE FOR THIS SERVICE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS:

-25,046.

FORM 990, PART III, LINE 4A: OCEANA WAS AT THE FOREFRONT OF OPPOSITION TO OFFSHORE DRILLING AND PLAYED A KEY ROLE IN MAKING THIS DECISION POSSIBLE. OUR CAMPAIGN TEAM USED ADVERTISING, ENORMOUS AMOUNTS OF PRESS AND BROAD GRASSROOTS SUPPORT TO BRING ABOUT THE CHANGE WE NEEDED TO THE GOVERNMENT'S OFFSHORE DRILLING POLICY. MORE THAN 100,000 PEOPLE SIGNED OCEANA'S PETITION TO "STOP THE DRILL," NOTING THAT THE DEEPWATER HORIZON DISASTER SHOWED THAT OFFSHORE DRILLING COULD NEVER BE SAFE OR CLEAN.

PREVENTING SEA FOOD CONTAMINATION

WHEN OCEANA BEGAN ITS CAMPAIGN TO END SEAFOOD CONTAMINATION IN 2005, NINE CHLORINE FACTORIES IN THE UNITED STATES USED OUTDATED TECHNOLOGY THAT RESULTED IN MERCURY POLLUTION ENTERING THE ATMOSPHERE AND WATERWAYS, EVENTUALLY FINDING ITS WAY INTO POPULAR SEAFOOD SPECIES LIKE TUNA AND SWORDFISH. TODAY, ONLY TWO FACTORIES REMAIN, AS OCEANA HAS CONVINCED SEVEN OF THE NINE MERCURY-POLLUTING FACTORIES TO ELIMINATE MERCURY USE.

SEAFOOD CONTAMINATION IS A SIGNIFICANT PROBLEM FOR THE NEARLY ONE BILLION PEOPLE AROUND THE WORLD WHO DEPEND ON SEAFOOD AS A PRIMARY SOURCE OF PROTEIN. THE PRESENCE OF MERCURY IS ESPECIALLY DANGEROUS FOR SMALL CHILDREN AND WOMEN OF CHILDBEARING AGE. THE U.S. FOOD AND DRUG

Name of the organization

OCEANA, INC.

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ADMINISTRATION (FDA) HAS ADVISED THESE GROUPS TO EAT NO MORE THAN SIX OUNCES OF ALBACORE TUNA OR TUNA STEAKS PER WEEK BECAUSE OF MERCURY AND TO COMPLETELY AVOID EATING SWORDFISH, SHARK, TILEFISH AND MACKEREL.

OCEANA'S CAMPAIGN TO PREVENT SEAFOOD CONTAMINATION IS TWOFOLD: TO END NEEDLESS MERCURY POLLUTION FROM OUTDATED CHLORINE PLANTS, AND TO CONVINCED MAJOR GROCERY STORES IN THE UNITED STATES TO POST THE FDA ADVISORY ON MERCURY IN SEAFOOD.

FORM 990, PART III, LINE 4B: OCEANA CALLED ON THE GOVERNMENT OF BELIZE TO STOP ISSUING FISHING LICENSES TO FOREIGN FISHING FLEETS IN THE COUNTRY'S WATERS UNTIL IT COULD CONSULT WITH LOCAL FISHERMEN AND CONSERVATIONISTS. THE MINISTRY OF FISHERIES AGREED, KEEPING BELIZE'S LOCAL, SUSTAINABLE FISHING COMMUNITY INTACT.

II. OCEANA EUROPE:

ELIMINATING "WALLS OF DEATH" FROM THE MEDITERRANEAN SEA
IN 2010, OCEANA MADE GREAT PROGRESS TOWARD THE GOAL OF ELIMINATING ILLEGAL DRIFTNETS, ALSO KNOWN AS "FLOATING WALLS OF DEATH," FROM THE MEDITERRANEAN SEA BY 2013.

IN JUNE, ITALIAN FISHERMEN FROM THE PORT OF BAGNARA CALABRA SURRENDERED PART OF THEIR ILLEGAL NETS AFTER A NEARLY YEAR-LONG BLOCKADE OF THE PORT BY THE ITALIAN COAST GUARD. IN AUGUST, MOROCCO PASSED AN AMENDMENT BANNING THE USE, POSSESSION, MANUFACTURE OR SALE OF DRIFTNETS STARTING IN 2011. WITH 300 VESSELS USING DRIFTNETS, MOROCCO HAS BEEN ONE OF THE MOST NOTORIOUS USERS OF THE WASTEFUL GEAR IN THE MEDITERRANEAN. A MONTH

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Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

OCEANA, INC.

Employer identification number

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LATER, TURKEY FOLLOWED SUIT, ANNOUNCING IT WOULD STOP USING THE
DESTRUCTIVE FISHING GEAR IN 2011.

DRIFTNETS HAVE BEEN BANNED BY BOTH THE UNITED NATIONS AND THE EUROPEAN
UNION FOR YEARS, BUT MANY VESSELS HAVE CONTINUED USING THEM. THOUSANDS
OF MARINE CREATURES, INCLUDING WHALES, DOLPHINS, SHARKS AND SEA TURTLES
ARE TRAPPED AND KILLED BY THIS INDISCRIMINATE FISHING GEAR EACH YEAR.
OCEANA'S CAMPAIGNERS HAVE CONTINUED TO WORK TO ENSURE THAT THE BAN IS
ENFORCED.

BLUEFIN TUNA SEASON CUT SHORT

AFTER CONTINUOUS CAMPAIGN WORK BY OCEANA AND FOLLOWING QUOTA REDUCTIONS
FOR BLUEFIN TUNA, ONE OF THE OCEAN'S ICONIC FISH SPECIES, THE EUROPEAN
COMMISSION CLOSED THE BLUEFIN TUNA PURSE SEINE FISHERY EARLY FOR THE
THIRD YEAR IN A ROW IN JUNE, AN IMPORTANT MEASURE TO HELP THIS
THREATENED SPECIES.

BLUEFIN TUNA STOCKS ARE ON THE VERGE OF COLLAPSE DUE TO OVERFISHING AND
ILLEGAL FISHING. THE POPULATION OF THESE INCREDIBLY FAST MOVING,
WARM-BLOODED TOP PREDATORS HAS DECREASED BY 80 PERCENT FROM LEVELS
BEFORE THE INDUSTRIAL FISHING ERA THANKS TO AN ENORMOUS GLOBAL APPETITE
FOR THE FATTY BELLY MEAT OF THE BLUEFIN, WHICH MAKES HIGH-GRADE SUSHI.

III. OCEANA CHILE:

CHILE REFORMS SALMON INDUSTRY

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

IN MARCH, THE CHILEAN CONGRESS PASSED GROUNDBREAKING LEGISLATION TO PREVENT THE ESCAPE OF FARMED SALMON AND FURTHER REGULATE THE USE OF ANTIBIOTICS IN SALMON AQUACULTURE. THE LEGISLATION IS A DIRECT RESULT OF OCEANA'S TWO YEARS OF CAMPAIGN WORK TO ADDRESS THE ENVIRONMENTAL IMPACTS OF SALMON FARMING.

THE REFORM CRIMINALIZES FARMED SALMON ESCAPES, IMPOSING HEFTY FINES AS WELL AS PRISON SENTENCES FOR VIOLATORS. UPWARDS OF 10 MILLION SALMON ARE ESTIMATED TO ESCAPE EACH YEAR, AND THEY CAN TRAVEL GREAT DISTANCES AND THREATEN THE HEALTH OF NATIVE FISH POPULATIONS BY COMPETING FOR FOOD AND TRANSMITTING PARASITES AND DISEASES.

IN ADDITION, THE REFORM ALSO BANS THE PREVENTIVE USE OF ANTIBIOTICS AND REQUIRES COMPANIES TO MAKE PUBLIC THE AMOUNTS AND TYPES OF ANTIBIOTICS THEY USE.

QUOTA FOR CHILE'S MOST IMPORTANT FISHERY REDUCED IN CHILE

AFTER AN INVESTIGATION BY OCEANA REVEALED THAT THE CHILEAN GOVERNMENT WAS IGNORING ITS OWN SCIENTISTS' RECOMMENDATIONS AND SETTING UNSUSTAINABLE QUOTAS, THE CHILEAN GOVERNMENT ANNOUNCED A DRASTIC REDUCTION IN THE FISHING QUOTA FOR JACK MACKEREL STARTING IN 2011.

JACK MACKEREL IS THE MOST IMPORTANT COMMERCIAL SEAFOOD FISHERY IN CHILE AND A MAIN SOURCE OF FISH MEAL AND OIL FOR CHILE'S LARGE SALMON INDUSTRY. THE DECISION CAME AFTER OCEANA SENT THE MINISTER OF ECONOMY A REPORT ANALYZING THE ANNUAL QUOTA FOR JACK MACKEREL DURING THE PAST 10 YEARS. THE STUDY, USING DATA THAT OCEANA OBTAINED THROUGH CHILE'S

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Schedule O (Form 990 or 990-EZ) (2010)

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Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

FREEDOM OF INFORMATION ACT, SHOWS THAT BETWEEN 2003 AND 2010 THE NATIONAL FISHERIES COUNCIL SET THE ANNUAL QUOTA FOR JACK MACKEREL AT MUCH HIGHER CATCH LIMITS THAN WERE RECOMMENDED BY THE INSTITUTE FOR FISHERIES DEVELOPMENT. FOR EXAMPLE, IN 2009 THE QUOTA WAS 87 PERCENT HIGHER THAN RECOMMENDED BY THE AGENCY.

FORM 990, PART III, LINE 4C: DRILLING ON NEWYORKTIMES.COM, FACEBOOK AND OTHER MAJOR SITES. SINCE THE WELL WAS CAPPED IN JULY, INTEREST IN THE OIL DRILLING ISSUE HAS DECLINED.

OVER 134,000 WAVEMAKERS TAKE ACTION IN SUPPORT OF OCEANA WE HAVE TAKEN STEPS, BY MAKING OUR COMMUNICATIONS AND ACTIONS MORE COMPELLING TO OUR SUPPORTERS, TO INCREASE THE TOTAL NUMBER OF WAVEMAKERS TAKING ACTION IN SUPPORT OF OCEANA'S CAMPAIGNS. AS OF THIS WRITING, WE HAVE HAD OVER 134,000 WAVEMAKERS TAKE ACTION AGAINST THE END-OF-YEAR GOAL OF 70,000, THANKS LARGELY TO THE SUCCESS OF OCEANA'S STOP THE DRILL PETITION (WHICH NOW HAS OVER 155,000 SIGNATURES).

LAUNCHED EXPANDED OCEAN HEROES PROGRAM, ADDED NEW CORPORATE AND MEDIA PARTNERS

OCEANA LAUNCHED ITS SECOND ANNUAL OCEAN HEROES PROGRAM IN MARCH, BUILDING ON LAST YEAR'S EFFORT. IN 2010, OCEANA AGAIN CALLED FOR NOMINATIONS FOR "OCEAN HEROES" AND THEN ASKED OUR WAVEMAKERS AND OTHERS TO VOTE FOR WHO OCEANA SHOULD HONOR AND RECOGNIZE AS OCEAN HEROES. WE ALSO CREATED A CELEBRITY PSA - FEATURING TED DANSON, SAM WATERSTON, KATE WALSH, JANUARY JONES, SAM TRAMMELL, AND ANNA TORV - TO HELP BROADEN AND MARKET THE PROGRAM WITH A NATIONAL CALL FOR NOMINATIONS.

AND, WE WORKED WITH CORPORATE SUPPORTER NAUTICA, WHO, WITH GQ MAGAZINE,

032212
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

HELD AN AWARDS CEREMONY ON WORLD OCEANS DAY IN LOS ANGELES.

DISCOVERY'S PLANET GREEN CHANNEL ALSO HELPED OCEANA BY RUNNING OUR PSAS ON ITS CABLE AND INTERNET PROPERTIES.

THE DEEPWATER DRILLING DISASTER HAPPENED JUST AS THE OCEAN HEROES PROGRAM WAS LAUNCHED AND REQUIRED OCEANA TO FOCUS ITS MARKETING RESOURCES ON EFFORTS SURROUNDING THE SPILL (SUCH AS THE STOP THE DRILL PETITION). DESPITE THIS, THE OCEAN HEROES PROGRAM WAS SUCCESSFUL.

HUNDREDS OF DIFFERENT INDIVIDUALS WERE NOMINATED FOR AN IMPRESSIVE RANGE OF ACTIVITIES. SEVERAL THOUSAND VOTED, AND CLOSE TO 2,000 NEW WAVEMAKERS JOINED OCEANA. SERENDIPITOUSLY, JAY HOLCOMB, HEAD OF THE INTERNATIONAL BIRD RESCUE RESEARCH CENTER - THE MAIN OIL SPILL BIRD RESCUE GROUP - WAS NOMINATED AND ULTIMATELY CHOSEN AS OUR 2010 OCEANA HERO. THE JUNIOR CATEGORY WAS WON BY THE "SHARK FINACTICS," A STUDENT SHARK INTEREST GROUP FROM THE GREEN CHIMNEY'S SCHOOL IN BREWSTER, NEW YORK.

SOCIAL MEDIA: 5,900 FOLLOWERS ON TWITTER AND OVER 16,000 FOLLOWERS ON FACEBOOK

OVER 5,900 PEOPLE FOLLOW OCEANA'S DAILY TWITTER "TWEETS" ABOUT OUR CAMPAIGNS, AND OVER 16,000 PEOPLE RECEIVE FACEBOOK UPDATES. OCEANA, IN THE MIDDLE OF THE DEEPWATER DRILLING DISASTER CRISIS, SIGNED UP SEVERAL HUNDRED NEW SUPPORTERS A WEEK ON ITS FACEBOOK PAGE. IN ADDITION, OCEANA'S FACEBOOK SUPPORTERS REGULARLY TAKE ACTION ON BEHALF OF OCEANA'S CAMPAIGNS.

FORM 990: THIS RETURN PRESENTS CONSOLIDATED FINANCIAL STATEMENTS FOR OCEANA, INC. AND ITS NON-U.S. AFFILIATES.

032212
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

52

COPY
OCEANA_1

13051115 786783 OCEANA

2010.04050 OCEANA, INC.

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

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

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

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

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.

	Yes	No
1a		X
1b		X
1c		X
1d		X
1e		X
1f		X
1g		X
1h		X
1i		X
1j		X
1k		X
1l		X
1m	X	
1n	X	
1o		X
1p		X
1q		X
1r		X

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization	Employer identification number	
	OCEANA, INC.	51-0401308	
	Number, street, and room or suite no. If a P.O. box, see instructions. 1350 CONNECTICUT AVE., NW, 5TH FLR	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20036	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE ORGANIZATION

• The books are in the care of **▶ 1350 CONNECTICUT AVE, NW, 5TH FL - WASHINGTON, DC 20036**
Telephone No. **▶ (202) 833-3900** FAX No. **▶**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**

5 For calendar year **2010**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature **▶**  Title **▶** CPA Date **▶** 7/28/11

Form **990**

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2009

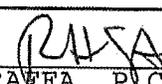
Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning		and ending		
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <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 OCEANA, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1350 CONNECTICUT AVE., NW, 5TH FLR City or town, state or country, and ZIP + 4 WASHINGTON, DC 20036	D Employer identification number 51-0401308	
	F Name and address of principal officer: JAMES F. SIMON SAME AS C ABOVE		E Telephone number (202) 833-3900	
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		G Gross receipts \$ 13,518,588.	
	J Website: ▶ WWW.OCEANA.ORG		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 Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2001 M State of legal domicile: DC	

Part I Summary		L Year of formation: 2001		M State of legal domicile: DC	
Part I	Summary				
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO ADVOCATE FOR POLICY CHANGES BY GOVERNMENTS AND CORPORATIONS IN ORDER TO PRESERVE OCEAN LIFE.				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	14		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14		
	5 Total number of employees (Part V, line 2a)	5	137		
	6 Total number of volunteers (estimate if necessary)	6	4		
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	3,798.		
b Net unrelated business taxable income from Form 990-T, line 34	7b	-1,582.			
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year		
	9 Program service revenue (Part VIII, line 2g)	15,211,352.	13,146,794.		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	149,010.	71,442.		
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-463,012.	-138,611.		
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	14,897,350.	13,079,625.		
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	180,000.	50,000.		
	14 Benefits paid to or for members (Part IX, column (A), line 4)				
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	8,718,730.	9,054,533.		
	16a Professional fundraising fees (Part IX, column (A), line 11e)		248,251.		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 898,273.				
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	6,965,123.	6,775,124.			
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	15,863,853.	16,127,908.			
19 Revenue less expenses. Subtract line 18 from line 12	-966,503.	-3,048,283.			
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year		
	21 Total liabilities (Part X, line 26)	23,738,040.	20,935,507.		
	22 Net assets or fund balances. Subtract line 21 from line 20	1,635,808.	1,873,135.		
		22,102,232.	19,062,372.		

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 JAMES F. SIMON, EXEC VP, CFO & GENERAL COUNSEL Type or print name and title	Date		
Paid Preparer's Use Only	Preparer's signature 	Date 11/12/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 RAFFA, P.C. 1899 L STREET, NW, SUITE 900 WASHINGTON, DC 20036	EIN ▶	Phone no. ▶ (202) 822-5000	

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION OCEANA IS AN INTERNATIONAL ADVOCACY ORGANIZATION CREATED WITH THE SOLE PURPOSE OF PROTECTING THE WORLD'S OCEANS TO SUSTAIN THE CIRCLE OF LIFE. OCEANA BRINGS TOGETHER DEDICATED PEOPLE FROM AROUND THE WORLD BY BUILDING AN INTERNATIONAL MOVEMENT TO SAVE THE OCEANS THROUGH

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

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

4 Describe the 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 \$ 5,581,764. including grants of \$ 40,000.) (Revenue \$) NORTH AMERICAN OCEANS - DURING 2009, OCEANA INVESTED \$5,581,764 IN PROGRAM SERVICES FOR THE NORTH AMERICAN OCEANS (NAO). FOLLOWING ARE THE MAIN ACCOMPLISHMENTS OF OCEANA NORTH AMERICA'S SERVICES:

I. SUSTAINABLE FISHING CAMPAIGN

DEFENDING THE OCEANS' MOST VALUABLE ECOSYSTEMS: OCEANA WORKS FOR PREVENTIVE MEASURES THAT PROTECT MARINE ECOSYSTEMS BEFORE THEY ARE EXPLOITED BY INDUSTRIAL FISHING OR RUINED BY POLLUTION. THESE EFFORTS HAVE RESULTED IN 900 MILLION ACRES OF SEA PROTECTED FROM TRAWLING AND INDUSTRIAL FISHING, AN AREA ONE-AND-A-HALF TIMES THE SIZE OF ALASKA, CALIFORNIA AND TEXAS COMBINED. IN 2009, OCEANA EXPANDED ITS EFFORTS TO

4b (Code:) (Expenses \$ 5,158,565. including grants of \$ 10,000.) (Revenue \$) INTERNATIONAL ACTIVITIES - OCEANA INVESTED \$5,185,565 DURING 2009 IN INTERNATIONAL PROGRAM SERVICES. FOLLOWING ARE THE MAIN PROGRAM SERVICE ACCOMPLISHMENTS FOR OCEANA'S INTERNATIONAL ACTIVITIES IN 2009:

I. OCEANA BELIZE

CAMPAIGN TO PROTECT THE NORTHERN HEMISPHERE'S LARGEST REEF ECOSYSTEM FROM FOREIGN FLEETS: BELIZE IS HOME TO A MAJOR SECTION OF THE MESOAMERICAN BARRIER REEF, THE SECOND LARGEST REEF SYSTEM IN THE WORLD. OCEANA SUCCEEDED IN GETTING A PUBLIC PROMISE FROM THE PRIME MINISTER OF BELIZE TO PROTECT THE COUNTRY'S WATERS FROM EXPLOITATION BY JAMAICAN TRAWLERS, WHICH USE MORE ADVANCED COMMERCIAL GEAR THAN BELIZE'S LOCAL

4c (Code:) (Expenses \$ 1,829,102. including grants of \$) (Revenue \$) COMMUNICATIONS - OCEANA INVESTED \$1,829,102 IN COMMUNICATIONS SERVICES. FOLLOWING ARE THE MAIN ACCOMPLISHMENTS OF OCEANA'S COMMUNICATIONS SERVICES:

THE MARKETING AND COMMUNICATIONS TEAM AT OCEANA RAISED \$10,287 IN 501(C)4 MONEY TO ENABLE OCEANA ADVOCACY RESOURCES (OAR) AND \$116,524 ONLINE IN 501(C)3 DONATIONS.

OCEANA LAUNCHED A SUCCESSFUL NEW WAVEMAKER PROGRAM ON WORLD OCEANS DAY. THE PROGRAM, ENTITLED "OCEANA'S OCEAN HEROES" CONTEST, ASKED WAVEMAKERS TO NOMINATE AND VOTE ON OCEAN HEROES WHO WOULD BE HONORED AND RECOGNIZED BY OCEANA. IN THE END, JOHN HALAS, A NOAA SCIENTIST, WAS THE

4d Other program services. (Describe in Schedule O.) (Expenses \$ 1,223,684. including grants of \$) (Revenue \$)

4e Total program service expenses \$ 13,793,115.

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>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
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>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	N/A	
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
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>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
	<ul style="list-style-type: none"> • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> • Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> • Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> • Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> • Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> • Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i> 		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>		X
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	Yes X	No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	X	
14b	b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <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 sections 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
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O.

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a 52		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 137		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
b	If "Yes," enter the name of the foreign country: <u>BELGIUM, BELIZE, CHILE, SPAIN</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? N/A		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966? N/A		
b	Did the organization make a distribution to a donor, donor advisor, or related person? N/A		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12 N/A	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders N/A	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body		14
b Enter the number of voting members that are independent		14
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
b 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:		
a The governing body?	X	
b 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.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	X	
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	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	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	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?		
a The organization's CEO, Executive Director, or top management official	X	
b 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
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **AK, AL, AR, AZ, CA, CO, CT, DE, FL, GA, HI, IA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **THE ORGANIZATION - (202) 833-3900**
1350 CONNECTICUT AVE, NW, 5TH FL, WASHINGTON, DC 20036

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
KEITH ADDIS CHAIR	1.00	X		X			0.	0.	0.	
DR. KRISTIN PARKER VICE CHAIR	1.00	X		X			0.	0.	0.	
JAMES SANDLER TREASURER	1.00	X		X			0.	0.	0.	
SIMON SIDAMON-ERISTOFF SECRETARY	1.00	X		X			0.	0.	0.	
HERBERT M. BEDOLFE, III DIRECTOR	1.00	X					0.	0.	0.	
TED DANSON DIRECTOR	1.00	X					0.	0.	0.	
CESAR GAVIRIA DIRECTOR	1.00	X					0.	0.	0.	
MARIA EUGENIA GIRON DIRECTOR	1.00	X					0.	0.	0.	
STEPHEN P. MCALLISTER DIRECTOR	1.00	X					0.	0.	0.	
MICHAEL NORTHROP DIRECTOR	1.00	X					0.	0.	0.	
DR. DANIEL PAULY DIRECTOR	1.00	X					0.	0.	0.	
SALLY CHRISTINE RODGERS DIRECTOR	1.00	X					0.	0.	0.	
SAM WATERSON DIRECTOR	1.00	X					0.	0.	0.	
VALERIE L. WHITING DIRECTOR	1.00	X					0.	0.	0.	
ANDREW F. SHARPLESS CHIEF EXECUTIVE OFFICER	40.00			X			211,903.	0.	35,261.	
JAMES F. SIMON EXEC VP/CFO/GEN'L COUN.	40.00			X			201,740.	0.	35,849.	
MICHAEL F. HIRSHFIELD SENIOR VP, NORTH AMERICA	40.00				X		171,414.	0.	29,858.	

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			
XAVIOR PASTOR VP FOR EURO PROGRAMS	40.00				X			188,539.	0.	17,329.
BETTINA ALONSO VP OF DEVELOPMENT	40.00				X			138,772.	0.	25,694.
MATTHEW M. LITTLEJOHN VP OF COMMUNICATIONS	40.00				X			134,081.	0.	24,433.
JIM A. AYERS VP OF NORTH PACIFIC	40.00				X			144,905.	0.	25,209.
DIEGO CORREA DIR. OF FINANCE/ADMIN.	40.00				X			114,940.	0.	18,878.
SUSAN MURRAY ASSOC DIR, NORTH PACIFIC	40.00				X			115,396.	0.	19,335.
1b Total								1,421,690.	0.	231,846.

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 **11**

	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
ANDY SPAHN AND ASSOCIATION, INC. P.O. BOX 66280, LOS ANGELES, CA 90066	STRATEGIC CONSULTING SERVICES	180,000.

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 **1**

Part VIII Statement of Revenue		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a 3,326.				
	b Membership dues	1b				
	c Fundraising events	1c 1,351,305.				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 11792163.				
	g Noncash contributions included in lines 1a-1f: \$	55,451.				
	h Total. Add lines 1a-1f	▶	13146794.			
Program Service Revenue	2 a _____	Business Code				
	b _____					
	c _____					
	d _____					
	e _____					
	f All other program service revenue					
	g Total. Add lines 2a-2f	▶				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶	71,442.		71,442.	
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
	6 a Gross Rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)	▶				
	7 a Gross amount from sales of assets other than inventory	(i) Securities	9,356.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	9,356.			
		c Gain or (loss)	0.			
	d Net gain or (loss)	▶	0.			
	8 a Gross income from fundraising events (not including \$ 1351305. of contributions reported on line 1c). See Part IV, line 18	a	66,920.			
		b Less: direct expenses	b 403,487.			
c Net income or (loss) from fundraising events		▶	-336,567.		-336,567.	
9 a Gross income from gaming activities. See Part IV, line 19	a	7,600.				
	b Less: direct expenses	b 26,120.				
	c Net income or (loss) from gaming activities	▶	-18,520.		-18,520.	
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory	▶				
Miscellaneous Revenue		Business Code				
11 a FOREIGN CURRENCY GAIN	900099	133,332.			133,332.	
b SUBLEASE INCOME	900099	70,164.			70,164.	
c MISCELLANEOUS	900099	9,182.			9,182.	
d All other revenue	900004	3,798.		3,798.		
e Total. Add lines 11a-11d	▶	216,476.				
12 Total revenue. See instructions.	▶	13079625.	0.	3,798.	-70,967.	

Part IX Statement of Functional Expenses

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	40,000.	40,000.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	10,000.	10,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	891,893.	432,576.	297,980.	161,337.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	6,379,262.	5,023,595.	756,826.	598,841.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	442,699.	334,780.	52,633.	55,286.
9 Other employee benefits	944,276.	720,458.	125,403.	98,415.
10 Payroll taxes	396,403.	267,710.	74,984.	53,709.
11 Fees for services (non-employees):				
a Management				
b Legal	117,227.	115,406.	363.	1,458.
c Accounting	111,320.	33,602.	77,718.	
d Lobbying	3,568.	3,568.		
e Professional fundraising services. See Part IV, line 17	248,251.			248,251.
f Investment management fees	50,232.	22,611.	4,754.	22,867.
g Other	1,468,640.	1,241,186.	227,454.	
12 Advertising and promotion	277,971.	272,736.	3,000.	2,235.
13 Office expenses	1,086,347.	821,277.	65,981.	199,089.
14 Information technology	57,327.	50,139.	7,188.	
15 Royalties				
16 Occupancy	1,340,710.	997,769.	194,496.	148,445.
17 Travel	931,942.	808,075.	78,373.	45,494.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	293,639.	181,110.	98,793.	13,736.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	350,535.	185,487.	126,481.	38,567.
23 Insurance	154,091.	117,466.	23,388.	13,237.
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 REPAIRS/MAINTENANCE	186,303.	141,994.	28,500.	15,809.
b RECRUITMENT	121,177.	118,762.	50.	2,365.
c DESIGN COSTS	85,630.	84,749.	0.	881.
d PUBL./SUBSCRIPTIONS	56,185.	45,186.	1,999.	9,000.
e TRAINING AND DEV.	33,055.	26,558.	5,792.	705.
f All other expenses	49,225.	1,696,315.	-815,636.	-831,454.
25 Total functional expenses. Add lines 1 through 24f	16,127,908.	13,793,115.	1,436,520.	898,273.
26 Joint costs. Check here <input 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 ...				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	1,092.	1	4,496.
	2	Savings and temporary cash investments	10,444,372.	2	12,429,345.
	3	Pledges and grants receivable, net	10,905,549.	3	5,990,998.
	4	Accounts receivable, net	364,953.	4	244,114.
	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		8	
	9	Prepaid expenses and deferred charges	107,162.	9	84,196.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	5,229,783.		
		10a			
	b	Less: accumulated depreciation	3,285,720.		
		10b			
			1,793,592.	10c	1,944,063.
	11	Investments - publicly traded securities	29,965.	11	38,388.
	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	91,355.	15	199,907.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	23,738,040.	16	20,935,507.	
Liabilities	17	Accounts payable and accrued expenses	743,284.	17	994,769.
	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		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D	892,524.	25	878,366.
	26	Total liabilities. Add lines 17 through 25	1,635,808.	26	1,873,135.
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	8,638,829.	27	12,522,578.
	28	Temporarily restricted net assets	13,463,403.	28	6,539,794.
	29	Permanently restricted net assets		29	
	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	22,102,232.	33	19,062,372.	
34	Total liabilities and net assets/fund balances	23,738,040.	34	20,935,507.	

Part XI Financial Statements and Reporting

	Yes	No
<p>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.</p>		
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	
<p>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?</p> <p>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.</p>	X	
<p>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</p>		
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.		

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 **OCEANA, INC.** Employer identification number **51-0401308**

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(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?		
 - h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(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									

LHA 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

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	14156164.	7700747.	26781861.	15211352.	13146794.	76996918.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	14156164.	7700747.	26781861.	15211352.	13146794.	76996918.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						21999291.
6 Public support. Subtract line 5 from line 4.						54997627.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	14156164.	7700747.	26781861.	15211352.	13146794.	76996918.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	55,378.	176,140.	261,354.	217,276.	141,606.	851,754.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	42,790.	62,124.	1,189.	1,847.	9,182.	117,132.
11 Total support. Add lines 7 through 10						77965804.
12 Gross receipts from related activities, etc. (see instructions)					12	226,537.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	70.54 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	65.63 %
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	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
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	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
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	<input type="checkbox"/>	

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

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

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

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

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2009

Name of the organization

OCEANA, INC.

Employer identification number

51-0401308

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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization OCEANA, INC.	Employer identification number 51-0401308
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/> <hr/>	\$ 1,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<hr/> <hr/> <hr/> <hr/>	\$ 4,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<hr/> <hr/> <hr/> <hr/>	\$ 346,636.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<hr/> <hr/> <hr/> <hr/>	\$ 313,390.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	<hr/> <hr/> <hr/> <hr/>	\$ 334,690.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	<hr/> <hr/> <hr/> <hr/>	\$ 559,191.	Person <input checked="" 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

OMB No. 1545-0047

2009

For Organizations Exempt From Income Tax Under section 501(c) and section 527

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.**

**Open to Public
Inspection**

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

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

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

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

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

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

Name of organization <p style="text-align: center;">OCEANA, INC.</p>	Employer identification number <p style="text-align: center;">51-0401308</p>
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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-.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2009
LHA

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)	809.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	53,211.													
c	Total lobbying expenditures (add lines 1a and 1b)	54,020.													
d	Other exempt purpose expenditures	16,070,008.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	16,124,028.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	956,201.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>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)	239,050.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
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	
2a	Lobbying nontaxable amount	671,259.	845,660.	942,938.	956,201.	3,416,058.
b	Lobbying ceiling amount (150% of line 2a, column(e))					5,124,087.
c	Total lobbying expenditures	112,966.	19,343.	52,884.	54,020.	239,213.
d	Grassroots nontaxable amount	167,815.	211,415.	235,735.	239,050.	854,015.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,281,023.
f	Grassroots lobbying expenditures	26,903.	1,045.	11,088.	809.	39,845.

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

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

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

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

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

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

Part IV Supplemental Information

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

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2009
Open to Public
Inspection

Name of the organization **OCEANA, INC.** Employer identification number **51-0401308**

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06 | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1
- (ii) Assets included in Form 990, Part X
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:
- a Revenues included in Form 990, Part VIII, line 1
- b Assets included in Form 990, Part X

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:

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

- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

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

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

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Term endowment _____ %

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		1,868,517.	428,197.	1,440,320.
d Equipment		2,745,069.	2,329,661.	415,408.
e Other		616,197.	527,862.	88,335.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,944,063.

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	13,079,625.
2	Total expenses (Form 990, Part IX, column (A), line 25)	16,127,908.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	-3,048,283.
4	Net unrealized gains (losses) on investments	8,423.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.)	
9	Total adjustments (net). Add lines 4 through 8	8,423.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	-3,039,860.

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

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

Part XIV Supplemental Information

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

PART X: THE ORGANIZATION PERFORMED AN EVALUATION OF UNCERTAIN

TAX POSITIONS FOR THE YEAR ENDED DECEMBER 31, 2009, AND DETERMINED THAT

THERE WERE NO MATTERS THAT WOULD REQUIRE RECOGNITION IN THE FINANCIAL

STATEMENTS OR WHICH MAY HAVE ANY AFFECT ON ITS TAX-EXEMPT STATUS.

**Schedule F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

Employer identification number

OCEANA, INC.

51-0401308

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 for region
EUROPE (INCLUDING ICELAND AND GREENLAND)	2	23	PROGRAM SERVICES	POLICY, COMMUNICATIONS, SCIENCE	4,253,329.
SOUTH AMERICA	1	6	PROGRAM SERVICES	POLICY, COMMUNICATIONS, SCIENCE	575,152.
CENTRAL AMERICA AND THE CARIBBEAN	1	2	PROGRAM SERVICES	POLICY, COMMUNICATIONS, SCIENCE	330,083.
EAST ASIA AND THE PACIFIC	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION.		10,000.
Totals	4	31			5,168,564.

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

Schedule F (Form 990) 2009

51-0401308

OCEANA, INC.

Schedule F (Form 990) 2009

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.

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	DONATION TO CONTINUE THEIR WORK RELATED TO ALERTING THE PUBLIC TO THE THREAT OF	10,000.	WIRE TRANSFER	0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 1

3 Enter total number of other organizations or entities 0

SEE PART IV FOR COLUMN (D) DESCRIPTIONS 26

COPY

Part IV Supplemental Information

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

PART II, COLUMN (D):

REGION: EAST ASIA AND THE PACIFIC

(D) PURPOSE OF GRANT: DONATION TO CONTINUE THEIR WORK RELATED TO ALERTING THE PUBLIC TO THE THREAT OF MERCURY AND TOXIC CHEMICALS TAKEN IN FROM FISH.

**Supplemental Information Regarding
Fundraising or Gaming Activities**

2009

Department of the Treasury
Internal Revenue Service

▶ **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.**

Open To Public
Inspection

Name of the organization **OCEANA, INC.** Employer identification number **51-0401308**

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

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **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			
GENIS PRODUCTIONS	EVENT PRODUCTION - SEACHANGE		X	877,934.	23,032.	854,902.
5B EVENTS	EVENT COORDINATION - PAG		X	501,945.	33,532.	468,413.
ANDY SPAHN & ASSOCIATES	FUNDRAISING CONSULTANT		X	0.	100,000.	-100,000.
TIM KEENAN	FUNDRAISING CONSULTANT		X	0.	54,768.	-54,768.
M&R ONLINE FUNDRAISING	FUNDRAISING CONSULTANT		X	0.	24,517.	-24,517.
CAROLINE HUNT	FUNDRAISING CONSULTANT		X	0.	12,065.	-12,065.
KATIE GUSTAFSON	CONSULTING - GRANTWRITING		X	0.	337.	-337.
Total				1,379,879.	248,251.	1,131,628.

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, DE, 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))	
		GALA (event type)	SEACHANGE (event type)	1 (total number)		
Revenue	1	Gross receipts	501,945.	877,934.	38,346.	1,418,225.
	2	Less: Charitable contributions	488,325.	840,534.	22,446.	1,351,305.
	3	Gross income (line 1 minus line 2)	13,620.	37,400.	15,900.	66,920.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	111,917.	191,094.		303,011.
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	34,071.	61,350.	5,055.	100,476.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(403,487)
	11	Net income summary. Combine line 3, column (d), and line 10				-336,567.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<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? _____ b If "No," explain: _____	9a	
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____ b If "Yes," explain: _____	10a	
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 ▶ _____

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 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		
16		
17a		

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2009

Open to Public
Inspection

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

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

Name of the organization **OCEANA, INC.** Employer identification number **51-0401308**

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ...

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INTERNATIONAL COASTAL AND OCEAN CAMPAIGN - 301 ROBINSON HALL, UNIVERSITY OF DELAWARE - NEWARK, DE 19716	04-3058730	501(C)(3)	5,000.	0.			CONTRIBUTION MADE IN SUPPORT OF OCEANS DAY EVENT IN COPENHAGEN.
SURF INDUSTRY MANUFACTURERS ASSOCIATION (SIMA) - 8 ARGONAUT, SUITE 170 - ALISO VIEJO, CA 92656	33-0385201	501(C)(3)	35,000.	0.			A PORTION OF PROCEEDS FROM THE 2009 SEA CHANGE SUMMER PARTY DONATED TO SIMA TO BE USED TO FUND

2 Enter total number of section 501(c)(3) and government organizations **2.**
3 Enter total number of other organizations **0.**

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. SEE PART IV FOR COLUMN (H) DESCRIPTIONS
Schedule I (Form 990) 2009

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

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

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

SCHEDULE I, PART I, LINE 2: GRANTS ARE MADE INFREQUENTLY AND THEREFORE OCEANA HAS NOT ESTABLISHED ANY FORMAL POLICIES FOR MONITORING THE USE OF GRANTS FUNDS AFTER DISTRIBUTION. HOWEVER, PROJECT DIRECTORS REQUEST A BRIEF PROGRESS REPORT DETAILING THE WORK COMPLETED WHICH IS REQUESTED IN EACH GRANT CONTRACT.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT:

SURF INDUSTRY MANUFACTURERS ASSOCIATION (SIMA)

**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

OCEANA, INC.

Employer identification number

51-0401308

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 checked="" type="checkbox"/> First-class or charter travel | <input 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 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 are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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 type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" 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? | 4a | X |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | X |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | X |
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

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

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

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

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

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		

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

Schedule J (Form 990) 2009

Part III Supplemental Information

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

PART I, LINE 1A: OCEANA DOES NOT OFFER FIRST CLASS TICKETS TO ANY OFFICER, DIRECTOR OR KEY EMPLOYEE. DURING 2009, OCEANA HAS OCCASIONALLY PAID BUSINESS CLASS AIR FARES TO A DIRECTOR ATTENDING MEETINGS ON REPRESENTATION OF OCEANA. ADDITIONALLY, ONE DIRECTOR LISTED IN THE FORM 990 WAS PROVIDED BUSINESS CLASS TICKETS TO ATTEND BOARD MEETINGS IN BELIZE AND WASHINGTON DC.

PART I, LINE 7: BONUSES PAID TO EACH OFFICERS, KEY EMPLOYEES AND HIGHEST PAID EMPLOYEES LISTED IN FORM 990, PART VII DURING THE YEAR ENDED DECEMBER 31, 2009, WERE BASED ON AN APPRAISAL HIS/HER PERFORMANCE.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2009

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

Name of the organization **OCEANA, INC.** Employer identification number **51-0401308**

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	X		4,495.	RETAIL VALUE
6	Cars and other vehicles	X	1	41,000.	SALES PRICE
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	1	9,356.	FAIR MARKET VALUE
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory	X	1	600.	APPRAISAL
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 Acknowledgment **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		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
32a 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.		

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

Schedule M (Form 990) 2009

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

OCEANA, INC.

Employer identification number

51-0401308

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

PUBLIC POLICY ADVOCACY, SCIENCE AND ECONOMICS, LEGAL ACTION, GRASSROOTS
MOBILIZATION, AND PUBLIC EDUCATION. THESE ACTIVITIES ARE FUNDED
PRIMARILY THROUGH PUBLIC GRANTS AND CONTRIBUTIONS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

LAW

EXPENSES \$ 684665. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

MARINE SCIENCE

EXPENSES \$ 539019. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: THE ACCOUNTING DEPARTMENT

ACCUMULATES THE INFORMATION NEEDED FOR THE 990. THE TAX ACCOUNTING FIRM
DESIGNATED BY OCEANA MANAGEMENT ACCOMMODATES ACCUMULATED DATA ONTO THE 990
FORM. THE FINAL DRAFT OF THE 990 IS PRESENTED TO THE BOARD FOR REVIEW AND
APPROVAL BEFORE IT IS SUBMITTED TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: ANY DIRECTOR OR OFFICER WHO IS AN

INTERESTED PERSON WITH RESPECT TO A TRANSACTION OR ARRANGEMENT UNDER
CONSIDERATION BY THE CORPORATION SHALL PROMPTLY DISCLOSE TO THE BOARD OF
DIRECTORS OR THE BOARD'S DESIGNATE THE EXISTENCE AND NATURE OF HIS OR HER
FINANCIAL INTEREST IN THE TRANSACTION OR ARRANGEMENT.

IF THE CORPORATION IS CONSIDERING ENTERING INTO A TRANSACTION OR

ARRANGEMENT IN WHICH AN INTERESTED PERSON HAS A FINANCIAL INTEREST, THE

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

Schedule O (Form 990) 2009

932211
02-03-10

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

OCEANA, INC.

Employer identification number
51-0401308

BOARD OF DIRECTORS SHALL APPOINT A COMMITTEE OR SUBCOMMITTEE TO REVIEW THE TRANSACTION OR ARRANGEMENT. NO INTERESTED PERSON WITH RESPECT TO THE TRANSACTION OR ARRANGEMENT UNDER REVIEW SHALL BE A MEMBER OF THIS COMMITTEE OR SUBCOMMITTEE OR OTHERWISE PARTICIPATE IN ITS DELIBERATIONS, EXCEPT TO FURNISH SUCH FACTUAL INFORMATION AS THE COMMITTEE MAY REQUEST. IF THE COMMITTEE FINDS THAT AN INTERESTED PERSON HAS A CONFLICT OF INTEREST WITH RESPECT TO A PROPOSED TRANSACTION OR ARRANGEMENT, THE COMMITTEE SHALL OBTAIN RELIABLE INFORMATION ABOUT THE TERMS OF COMPARABLE TRANSACTIONS OR ARRANGEMENTS THAT ARE REASONABLY AVAILABLE TO THE CORPORATION FROM UNRELATED PARTIES FREE OF ANY CONFLICTS OF INTEREST. AFTER REVIEWING THIS COMPARABILITY INFORMATION, THE COMMITTEE SHALL DETERMINE BY MAJORITY VOTE WHETHER THE PROPOSED TRANSACTION OR ARRANGEMENT IS FAIR AND REASONABLE TO THE CORPORATION AND WHETHER IT WOULD BE IN THE CORPORATION'S BEST INTEREST TO ENTER INTO IT ON THE TERMS PROPOSED. IF THE BOARD OF DIRECTORS LEARNS THAT A DIRECTOR OR OFFICER HAS FAILED TO DISCLOSE A FINANCIAL INTEREST AS REQUIRED BY THIS POLICY, IT SHALL INFORM THE INDIVIDUAL AND AFFORD AN OPPORTUNITY FOR THE INDIVIDUAL TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. AFTER HEARING THE INDIVIDUAL'S RESPONSE, THE BOARD SHALL TAKE APPROPRIATE ACTION IF ANY ACTION IS NEEDED.

AS FOR THE STAFF, OCEANA'S EMPLOYEE MANUAL STATES IT'S CONFLICT OF INTEREST POLICY ENFORCEMENT RULES. EMPLOYEES MUST DISCLOSE ANY ACTUAL, POTENTIAL, OR APPARENT CONFLICT OF INTEREST TO THE GENERAL COUNSEL. WHERE APPROPRIATE, THE GENERAL COUNSEL MAY REQUIRE SUITABLE REMEDIAL ACTION, SUCH AS DIVESTITURE OR ADVERSE INTEREST, RECUSAL FROM CERTAIN DECISIONS, OR OTHER ACTION TO AVOID AN APPEARANCE OR EXISTENCE OF A CONFLICT.

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FORM 990, PART VI, SECTION B, LINE 15: OCEANA'S PROCESS FOR DETERMINING
COMPENSATION OF ITS CEO, OFFICERS, AND KEY EMPLOYEES IS AS FOLLOWS: OCEANA
PROVIDES THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS WITH DATA FROM
MULTIPLE SOURCES ON COMPARABLE SALARIES IN OTHER NONPROFIT ORGANIZATIONS,
ESPECIALLY BUT NOT LIMITED TO THOSE IN THE CONSERVATION FIELD, FOR OCEANA'S
CEO, TOP MANAGEMENT, OFFICERS, AND KEY EMPLOYEES. THE COMMITTEE REVIEWS
THESE DATA TO DETERMINE THE COMPENSATION IS REASONABLE AND THAT OCEANA HAS
NOT ENGAGED IN AN EXCESS BENEFIT TRANSACTION WITH ANY INDIVIDUAL IN A
POSITION TO SUBSTANTIALLY INFLUENCE THE ORGANIZATION'S AFFAIRS. THE
DISCUSSIONS ARE DOCUMENTED IN THE MINUTES.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AK, AL, AR, AZ, CA, CO, CT, DE, FL, GA, HI, IA, ID, IL, IN, KS, KY, LA, MA, MD, ME, MI, MN, MO, MS
MT, NC, ND, NE, NJ, NM, NV, NY, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VA, VT, WA, WI, WV, WY

FORM 990, PART VI, SECTION C, LINE 19: OCEANA POSTS ANNUAL REPORTS AND
FINANCIAL INFORMATION ON ITS WEBSITE. IT ALSO SHARES RELEVANT INFORMATION
WITH GUIDESTAR, CHARITY NAVIGATOR AND BETTER BUSINESS BUREAU TO ALLOW THESE
ORGANIZATIONS INDEPENDENT ASSESSMENT OF OCEANA'S ACCOUNTABILITY AND
TRANSPARENCY.

ARTICLES OF INCORPORATION, AMENDMENTS TO THOSE ARTICLES, AND 2 YEAR REPORTS
THAT LIST CONTACT INFORMATION FOR DIRECTORS AND OFFICERS ARE AVAILABLE TO
MEMBERS OF THE PUBLIC UPON WRITTEN REQUEST. THIS INFORMATION IS ALSO
INDEPENDENTLY AVAILABLE THROUGH THE DISTRICT OF COLUMBIA DEPARTMENT OF

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CONSUMER AND REGULATORY AFFAIRS, THOUGH THERE IS A FEE FOR THIS SERVICE.

FORM 990, PART III, LINE 4A:

TO SECURE UNPRECEDENTED VICTORIES FOR MARINE ECOSYSTEMS.

23,000 SQUARE MILES OF RARE CORALS PROTECTED: AFTER FIVE YEARS OF

ADVOCACY BY OCEANA AND OTHERS IN THE ENVIRONMENTAL COMMUNITY AND

OCEANA-LED NEGOTIATIONS WITH THE AFFECTED FISHING INDUSTRY, THE SOUTH

ATLANTIC FISHERY MANAGEMENT COUNCIL VOTED TO PROTECT MORE THAN 23,000

SQUARE MILES OF RARE DEEP-SEA CORAL FROM NORTH CAROLINA TO FLORIDA FROM

DESTRUCTIVE FISHING GEAR. THE AREA WILL REMAIN OPEN TO HOOK-AND-LINE

RECREATIONAL FISHING. THE PLAN WILL RESTRICT THE USE OF BOTTOM-TENDING

FISHING GEAR INCLUDING BOTTOM TRAWLS, WHICH DRAG THE OCEAN FLOOR AND

THAT HAVE DESTROYED THOUSAND-YEAR-OLD CORAL REEFS, INCLUDING THE

OCULINA BANKS OFF THE EAST COAST OF FLORIDA.

LARGEST PREVENTIVE MEASURE IN FISHERIES MANAGEMENT HISTORY - NO

EXPANSION OF INDUSTRIAL FISHING INTO THE ARCTIC: IN DECEMBER, THE U.S.

AREAS OF THE ARCTIC OCEAN WERE OFFICIALLY PROTECTED FROM THE EXPANSION

OF INDUSTRIAL FISHING. NEARLY 200,000 SQUARE MILES - AN AREA MUCH

LARGER THAN CALIFORNIA - WERE CLOSED TO INDUSTRIAL FISHING UNLESS AND

UNTIL THERE IS ADEQUATE INFORMATION TO MANAGE FISHERIES SUSTAINABLY IN

THE ARCTIC'S FRAGILE ECOSYSTEM. DESPITE THE HARSH CONDITIONS, THE

ARCTIC IS HOME TO VIBRANT COMMUNITIES AND ECOSYSTEMS. IT PROVIDES VITAL

HABITAT FOR POLAR BEARS, WHALES, WALRUS, FISH, BIRDS AND OTHER ANIMALS.

IN ADDITION, THE U.S. ARCTIC IS HOME TO NUMEROUS COASTAL COMMUNITIES

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WHOSE FOOD AND CULTURE ARE STRONGLY LINKED TO THE HEALTH OF THE MARINE
 ENVIRONMENT UNSUSTAINABLE INDUSTRIAL FISHING COULD THREATEN
 OPPORTUNITIES FOR THE SUBSISTENCE WAY OF LIFE PRACTICED IN THE ARCTIC
 FOR GENERATIONS. THE CLOSURE IS ONE OF THE LARGEST PREVENTIVE MEASURES
 IN U.S. FISHERIES MANAGEMENT HISTORY, AND IS A CRUCIAL STEP FOR
 PROTECTING THE ARCTIC IN THE FACE OF CLIMATE CHANGE AND POTENTIAL
 INDUSTRIALIZATION. THE PRECAUTIONARY FISHERIES CLOSURE WILL ENSURE THAT
 AS FISH SPECIES EXPAND NORTHWARD AND THE REGION CONTINUES TO WARM, NO
 FISHERIES WILL BE ESTABLISHED WITHOUT SCIENCE-BASED MANAGEMENT IN PLACE
 TO ENSURE THAT SUCH ACTIVITIES WOULD NOT THREATEN THE HEALTH OF ARCTIC
 ECOSYSTEMS OR OPPORTUNITIES FOR THE SUBSISTENCE WAY OF LIFE.

IRREPLACEABLE DEEPWATER CANYONS SAVED FROM TRAWLING: THE U.S.
 GOVERNMENT PROTECTED FOUR DEEPWATER CANYONS OFF THE MID-ATLANTIC FROM
 BOTTOM TRAWLING AND DREDGING, DESTRUCTIVE FISHING METHODS THAT CAN
 DEVASTATE ECOSYSTEMS IN A SINGLE PASS. OCEANA SUCCESSFULLY WORKED WITH
 THE FISHING INDUSTRY TO MODIFY LARGE PROPOSED CLOSURES TO FOCUS
 PROTECTION ON CANYON HABITATS WHILE MINIMIZING THE EFFECT ON FISHERMEN
 ENSURING BROAD SUPPORT WITH LASTING BENEFITS. THE FOUR CANYONS, KNOWN
 AS OCEANOGRAPHER, LYDONIA, VEATCH AND NORFOLK, ARE AMONG THE
 BEST-DOCUMENTED DEEPWATER HABITATS IN THE U.S. THE CANYONS ARE HOME TO
 A MULTITUDE OF MARINE ANIMALS, INCLUDING SPONGES, CORALS, LOBSTERS AND
 UNIQUE CLAY CLIFFS USED BY TILEFISH. THIS LANDMARK ACTION BY THE
 MID-ATLANTIC FISHERY MANAGEMENT COUNCIL, WHICH TOOK EFFECT IN NOVEMBER,
 BANNED THE USE OF BOTTOM TRAWLS AND DREDGES IN THE CANYON AREAS.

YEAR-ROUND. THE BAN WAS ESTABLISHED AS PART OF THE RULES FOR FISHING

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FOR ATLANTIC TILEFISH.

OREGON ESTABLISHES FIRST MARINE PROTECTED AREAS IN STATE WATERS: IN
2009, THE OREGON LEGISLATURE PASSED HOUSE BILL 3013, IMPLEMENTING TWO
MARINE RESERVES AND A PROCESS FOR THE STUDY AND EVALUATION OF FOUR
OTHER SITES. THE BILL ESTABLISHING OREGON'S FIRST TWO MARINE RESERVES
AT OTTER ROCK AND REDFISH ROCKS IS A GREAT STEP TOWARD PROTECTING THE
HEALTH AND BIODIVERSITY OF OREGON'S UNIQUE AND DIVERSE OCEAN HABITATS
AND WILDLIFE. OVER THE NEXT TWO YEARS, OCEANA AND ITS PARTNERS WILL
CONTINUE EFFORTS TO BUILD AN ECOLOGICALLY SIGNIFICANT NETWORK OF
PROTECTED AREAS THAT MAINTAIN AND PROTECTS OREGON'S UNIQUE OCEAN
HABITATS, WILDLIFE, AND VIBRANT COASTAL COMMUNITIES.

II. SAVING SEA TURTLES CAMPAIGN

SEA TURTLES AROUND THE WORLD ARE THREATENED BY COMMERCIAL FISHING GEAR.
LONGLINES, TRAWLS, GILLNETS, DREDGES AND OTHER TYPES OF FISHING GEAR
KILL THOUSANDS OF TURTLES AND INJURE EVEN MORE EACH YEAR. SEA TURTLES
ARE ALSO THREATENED BY COASTAL DEVELOPMENT, CLIMATE CHANGE, VESSEL
STRIKES, POLLUTION AND POACHING. THIS DEADLY COMBINATION HAS PUSHED SIX
OUT OF THE SEVEN SPECIES OF SEA TURTLES TO THE BRINK OF EXTINCTION
AFTER HAVING SURVIVED FOR MORE THAN 100 MILLION YEARS.

OCEANA WORKS TO REDUCE SEA TURTLE BYCATCH IN FISHERIES, PROTECT SEA
TURTLE HABITAT AND DEVELOP COMPREHENSIVE LEGISLATION TO PROTECT SEA
TURTLES.

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LEATHER BACKS AND LOGGERHEADS SAVED FROM PACIFIC LONGLINES: IN APRIL,
OCEANA'S PERSISTENT ADVOCACY EFFORTS ON THE U.S. WEST COAST PAID OFF
WHEN THE PACIFIC FISHERY MANAGEMENT COUNCIL VOTED TO MAINTAIN A BAN ON
A HIGH SEAS LONGLINE FISHERY. THE SWORDFISH FISHERY WAS EXPECTED TO
INCIDENTALLY CATCH AND KILL LOGGERHEAD AND LEATHERBACK SEA TURTLES, AS
WELL AS MARINE MAMMALS, SEABIRDS AND FISH. THE NATIONAL MARINE
FISHERIES SERVICE HAD PROPOSED OPENING THE FISHERY MORE THAN 200 MILES
OFF THE COAST OF CALIFORNIA AND OREGON. LONGLINE GEAR FOR CATCHING
SWORDFISH HAS BEEN PROHIBITED WITHIN 200 MILES FROM SHORE IN CALIFORNIA
SINCE THE 1970S DUE TO ENVIRONMENTAL CONCERNS INCLUDING SEA TURTLE
BYCATCH. THE LONGLINE FISHERY WOULD HAVE DEPLOYED FISHING LINES BETWEEN
NINE AND 90 MILES LONG WITH UP TO 1,300 HOOKS EACH, OR AN ESTIMATED 1.8
MILLION HOOKS PER YEAR.

LOGGERHEADS SAVED FROM GULF OF MEXICO LONGLINES: IN RESPONSE TO
PRESSURE FROM OCEANA AND OTHER CONSERVATION GROUPS, THE NATIONAL MARINE
FISHERIES SERVICE IMPLEMENTED A TEMPORARY EMERGENCY CLOSURE OF THE REEF
FISH FISHERY IN THE EASTERN GULF OF MEXICO, WHICH USES THE BOTTOM
LONGLINE FISHING GEAR THAT CAN CATCH, INJURE AND KILL SEA TURTLES.
ACCORDING TO GOVERNMENT DATA, NEARLY 1,000 SEA TURTLES WERE CAUGHT BY
BOTTOM LONGLINES IN THE FISHERY IN JUST 18 MONTHS, WHICH WAS EIGHT
TIMES THE FEDERALLY AUTHORIZED CAPTURE LEVEL FOR THE ENTIRE FISHERY.
ABOUT HALF OF THE CAPTURED SEA TURTLES DIED. THE VAST MAJORITY OF THE
CAPTURED TURTLES WERE LOGGERHEADS, A SPECIES WHICH IS LISTED AS
THREATENED UNDER THE ENDANGERED SPECIES ACT. IN AUGUST, THE GULF OF

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MEXICO FISHERY MANAGEMENT COUNCIL WENT FURTHER BY VOTING TO PUT IN
PLACE LONG-TERM PROTECTIONS INCLUDING A SIGNIFICANT REDUCTION IN
FISHING EFFORT AND A BAN ON ALL BOTTOM LONGLINE FISHING IN WATERS
SHOREWARD OF 35 FATHOMS (APPROXIMATELY 210 FEET), FROM JUNE TO AUGUST.
THIS CLOSED AN IMPORTANT SEA TURTLE FORAGING AREA AT A TIME WHEN LARGE
NUMBERS OF LOGGERHEADS WERE CAUGHT IN PREVIOUS YEARS.

III. PROMOTING RESPONSIBLE FISHING

OUR OCEANS ARE UNDER INCREDIBLE PRESSURE FROM THE FISHING INDUSTRY.
NINETY PERCENT OF THE BIG FISH - SHARKS, TUNA, AND SWORDFISH - ARE
ALREADY GONE. DESTRUCTIVE FISHING PRACTICES LIKE BOTTOM TRAWLING WASTE
AN ESTIMATED 16 BILLION POUNDS OF FISH AND KILL COUNTLESS MARINE
MAMMALS EVERY YEAR, WHILE OBLITERATING OCEAN HABITAT LIKE CORAL REEFS
AND SEAMOUNTS THAT CAN TAKE DECADES OR CENTURIES TO RECOVER. OCEANA
WORKS TO PROTECT CRITICAL HABITATS AND END THE USE OF WASTEFUL FISHING
GEAR TO ENSURE THAT HEALTHY, ABUNDANT OCEANS CAN THRIVE.

KRILL, THE FOUNDATION OF THE PACIFIC FOOD WEB, SAVED IN U.S. PACIFIC: IN
JULY, THE UNITED STATES BANNED FISHING FOR KRILL IN THE PACIFIC OMAN,
AN ACTION THAT CULMINATES YEARS OF ADVOCACY BY OCEANA AND OTHERS,
INCLUDING SCIENTISTS, FISHERMEN, CONSERVATIONISTS AND LOCAL
COMMUNITIES.

KRILL ARE AN ESSENTIAL SOURCE OF FOOD FOR WHALES, SEABIRDS, SALMON AND
COUNTLESS OTHER MARINE ANIMALS, AND PLAY A CRITICAL ROLE IN THE HEALTH

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OF PACIFIC OCEAN ECOSYSTEMS. NO KRILL FISHING CURRENTLY TAKES PLACE IN
THE U.S. PACIFIC, WHICH EXTENDS FROM THREE TO 200 MILES OFF THE COASTS
OF WASHINGTON, OREGON AND CALIFORNIA. RECOGNIZING THE IMPORTANCE OF
KRILL TO HEALTHY PACIFIC ECOSYSTEMS, NOAA FISHERIES IMPLEMENTED THE NEW
RULE TO PREVENT ANY KRILL FISHING FROM OCCURRING IN THE FUTURE. THESE
TINY, SHRIMP-LIKE CRUSTACEANS ARE FOUND IN ALL THE WORLD'S OCEANS, AND
ARE HEAVILY PURSUED BY COMMERCIAL FISHING VESSELS IN THE SOUTHERN
OCEAN, WHERE MORE THAN 100,000 METRIC TONS OF KRILL CAUGHT EVERY YEAR,
PRIMARILY TO FEED FARMED AND AQUARIUM FISH. AS KRILL ARE FISHED OUTFROM
THE SOUTHERN OCEAN, THE INDUSTRY WILL BE FORCED TO MOVE INTO PREVIOUSLY
UNTOUCHED WATERS. THANKS TO THE NEW MEASURES, KRILL IN THE U.S. PACIFIC
WILL BE PROTECTED.

THOUSANDS OF SALMON SAVED FROM INDUSTRIAL FISHING NETS: IN APRIL, THE
NORTH PACIFIC FISHERY MANAGEMENT COUNCIL ENDORSED RULES TO LIMIT, FOR
THE FIRST TIME, THE NUMBER OF CHINOOK, OR KING, SALMON THAT THE BERING
SEA POLLOCK FISHERY ACCIDENTALLY KILLS EVERY YEAR. THE NEW RULES
MANDATE AN ANNUAL CAP OF 60,000 CHINOOK SALMON THAT CAN BE CAUGHT BY
THE BERING SEA POLLOCK FISHERY. A SERIES OF LETTERS AND PUBLIC
TESTIMONY FROM OCEANA, ALASKA NATIVE ENTITIES, SALMON FISHERMEN AND
WESTERN ALASKA COMMUNITIES CONTRIBUTED TO THIS SIGNIFICANT VICTORY TO
PROTECT DECLINING WILD SALMON POPULATIONS. WHILE THE REGULATIONS WILL
NOT BE FORMALLY IN PLACE UNTIL 2011, THE POLLOCK FISHERY IS ALREADY
MODIFYING ITS FISHING PRACTICES. THE POLLOCK FISHERY IN ALASKA'S BERING
SEA COMPRISES ONE OF THE WORLD'S LARGEST FISHERIES, WHERE HUGE FACTORY
TRAWLING BOATS CATCH BILLIONS OF POLLOCK EVERY YEAR FOR FROZEN FISH

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FILLETS AND FISH STICKS. IN HUGE NETS OFTEN DRAGGED FOR MILES THROUGH
THE OCEAN, THE FISHERY ALSO CATCHES TENS OF THOUSANDS OF CHINOOK SALMON
BEFORE THEY CAN RETURN TO ALASKAN AND PACIFIC NORTHWEST RIVERS TO
SPAWN. IN RECENT YEARS, THE AMOUNT OF SALMON BYCATCH IN THE POLLOCK
FISHERY ROSE SHARPLY FROM 46,993 SALMON IN 2003 TO A RECORD HIGH OF
121,704 IN 2007 AT THE SAME TIME THAT CHINOOK SALMON STOCKS PLUMMETED
THROUGHOUT THE PACIFIC.

OREGON BANS DEADLY DRIFT GILLNETS AND SAVES MARINE MAMMALS: AFTER
HEARING TESTIMONY FROM OCEANA, THE OREGON FISH AND WILDLIFE COMMISSION
STOPPED ISSUING COMMERCIAL FISHING PERMITS FOR DRIFT GILLNET GEAR USED
TO CATCH SWORDFISH AND THRESHER SHARKS. MILE-LONG DRIFTNETS ARE KNOWN
TO ENSNARE AND DROWN DOLPHINS, SEA LIONS, ENDANGERED SEA TURTLES AND
OTHER ANIMALS. THIS DECISION MEANS THAT OREGON WILL NO LONGER PROVIDE
NECESSARY STATE PERMITS TO OREGON-BASED FISHERMEN WISHING TO USE THIS
GEAR, EFFECTIVELY ENDING THIS INDISCRIMINATE FISHERY IN OCEAN WATERS
OFF OREGON.

INCREASING FUNDING FOR OCEAN WATCH DOGS: IN THE U.S., OCEANA SUCCEEDED
IN SECURING ADDITIONAL FUNDING FOR OBSERVERS, TRAINED SCIENTISTS WHO
COUNT EVERYTHING CAUGHT BY FISHING VESSELS - INCLUDING WASTED,
DISCARDED FISH, SEA TURTLES AND MARINE MAMMALS. THESE EYES ON THE OCEAN
PROVIDE DATA TO FISHERY MANAGERS TO INFORM MANAGEMENT DECISIONS AND
MONITOR WHETHER THE FISHING INDUSTRY STICKS TO THEIR ALLOWED CATCH. THE
U.S. CONGRESS APPROPRIATED \$41.1 MILLION FOR OBSERVERS IN 2010, A 25
PERCENT INCREASE OVER THE PREVIOUS YEAR.

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IV. SAFEGUARDING SHARKS AND THE TOP OF THE OCEAN FOOD CHAIN

SINCE THE MIDDLE OF THE 20TH CENTURY, SHARK POPULATIONS HAVE PLUMMETED UNDER THE STRAIN OF INTENSE COMMERCIAL FISHING. BETWEEN 50 AND 70 MILLION SHARKS ARE KILLED ANNUALLY, LARGELY FOR THEIR FINS, BUT ALSO FOR THEIR MEAT AND AS INCIDENTAL BYCATCH, AND OFTEN WITHOUT RESPECT TO SPECIES, SIZE OR AGE. WITHOUT SHARKS, THE OCEANS' TOP PREDATORS, MARINE ECOSYSTEMS WILL CHANGE IRREVOCABLY. OCEANA CONTINUES TO MAKE PROGRESS IN ITS FIGHT TO PROTECT THESE GRACEFUL PREDATORS.

ADVANCING SHARK LEGISLATION IN THE U.S.: IN 2009, LEGISLATION TO PROTECT SHARKS IN U.S. WATERS MADE IMPORTANT PROGRESS. THE HOUSE OF REPRESENTATIVES PASSED THE SHARK CONSERVATION ACT OF 2009, AND THE SENATE VERSION PASSED COMMITTEE, NOW AWAITING ACTION BY THE FULL SENATE. THE LEGISLATION REQUIRES ALL SHARKS CAUGHT IN U.S. WATERS TO BE LANDED WHOLE WITH THEIR FINS STILL ATTACHED. THIS ENDS SHARK FINING, THE WASTEFUL PROCESS OF CUTTING OFF THE FINS AND DISCARDING THE CARCASS AT SEA. LANDING SHARKS WITH THEIR FINS STILL ATTACHED ALLOWS FOR BETTER ENFORCEMENT AND DATA COLLECTION FOR STOCK ASSESSMENTS AND QUOTA MONITORING, IMPROVING OVERALL SHARK FISHERY MANAGEMENT. THE SHARK CONSERVATION ACT CLOSES A LOOPHOLE THAT ALLOWS THE TRANSFER OF FINS AT SEA AS A WAY TO GET AROUND CURRENT LAW. ADDITIONALLY, THE BILL ALLOWS THE UNITED STATES TO TAKE ACTION AGAINST COUNTRIES WHOSE SHARK FINING RESTRICTIONS ARE NOT COMPARABLE TO OURS.

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FORM 990, PART III, LINE 4B:

FISHERMEN, MOST OF WHOM FISH USING TRADITIONAL, SUSTAINABLE TECHNIQUES.

II. OCEANA EUROPE:

CAMPAIGN TO CRATE NEW PROTECTED AREAS IN SPAIN: AFTER OCEANA'S RESEARCH
CATAMARAN, RANGER, SPENT SEVERAL SUMMERS DOCUMENTING THE SEA AND ITS
WILDLIFE SURROUNDING SPAIN, THE GOVERNMENT FORMALLY AGREED TO CREATE AT
LEAST TEN NEW MARINE PROTECTED AREAS BY 2012. THIS IS A SIGNIFICANT
VALIDATION OF OCEANA'S ON-THE-WATER WORK, WHICH IS CRITICAL FOR
PRODUCING EVIDENCE SUPPORTING THE PROTECTION OF MARINE ECOSYSTEMS THAT
ARE OTHERWISE BEST KNOWN BY THE FISHING INDUSTRY. THE AGREEMENT AIDS
SPAIN'S CONTRIBUTION TO THE U.N. CONVENTION ON BIODIVERSITY, WHICH
REQUIRES AT LEAST 10 PERCENT OF THE GLOBAL MARINE ENVIRONMENT BE
PROTECTED BY 2012.

SPAIN'S CAMPAIGN TO PROTECT HAMMERHEADS AND OTHER SHARKS: THE SPANISH
GOVERNMENT, AFTER CAMPAIGNING FROM OCEANA, COMMITTED TO ADVANCING NEW
SHARK LEGISLATION THAT WOULD BAN THE CATCH OF THREATENED HAMMERHEAD AND
THRESHER SHARKS, PUT IN PLACE CATCH LIMITS FOR BLUE SHARKS AND SHORT
FIN MAKO SHARKS AND EVALUATE THE VIABILITY OF LANDING SHARKS "WHOLE"
WITH THEIR FINS ATTACHED. SPAIN IS ONE OF THE LARGEST SHARK CATCHING
AND EXPORTING COUNTRIES IN THE WORLD.

OCEANA CHILE SALMON AQUACULTURE CAMPAIGN: OCEANA'S RECOMMENDATIONS TO
CLEAN UP THE SALMON AQUACULTURE INDUSTRY IN CHILE WERE INCORPORATED

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INTO THE GOVERNMENT OF CHILE'S FIRST OFFICIAL PLAN TO ADDRESS THE
OVERUSE OF ANTIBIOTICS BY THIS TROUBLED INDUSTRY, WHICH HAD BEEN BESET
BY POOR MANAGEMENT AND DISEASE. CHILE, THE WORLD'S SECOND LARGEST
PRODUCER OF FARMED SALMON AFTER NORWAY, USES 600 TIMES THE ANTIBIOTICS
OF NORWAY IN AN ATTEMPT TO STAVE OFF BACTERIAL DISEASES IN SALMON PENS
PACKED WITH FISH AND WASTE. OCEANA CONVINCED CHILE TO SET LIMITS ON THE
DENSITY OF SALMON PENS TO ENSURE HEALTHIER FISH, BAN THE PREVENTIVE USE
OF ANTIBIOTICS, DEVELOP VACCINES TO REPLACE ANTIBIOTICS AND ESTABLISH A
PUBLIC INFORMATION SYSTEM REGARDING ANTIBIOTIC USE.

THE CHILEAN SENATE AND CHAMBER OF DEPUTIES PASSED MAJOR REFORMS TO THE
AQUACULTURE LEGISLATION THAT HAD BEEN PROMOTED BY OCEANA IN ORDER TO
PREVENT, REPORT AND REPAIR DAMAGES CAUSED BY FARMED SALMON ESCAPES, IN
ADDITION TO ESTABLISHING SANCTIONS. KEPT IN PENS IN OPEN WATER, FARMED
SALMON CAN SPREAD DISEASE AND COMPETE WITH NATIVE WILDLIFE UPON
ESCAPING. THE FULL CHILEAN CONGRESS PASSED THE LEGISLATION IN EARLY
2010.

OCEANA'S CAMPAIGN TO END THE USE OF ILLEGAL DRIFTNETS IN EUROPE: IN
2009, OCEANA'S CAMPAIGN TO END THE USE OF ILLEGAL DRIFTNETS IN EUROPE
SAW SUCCESS IN ITALY AND FRANCE, TWO NATIONS THAT CONTINUED TO USE THE
EQUIPMENT LONG AFTER IT WAS BANNED BY THE E.U. IN 2002. MADE FROM
INVISIBLE, FINE-MESHED PLASTIC, DRIFTNETS ARE SEVERAL DOZEN FEET TALL
AND CAN STRETCH FOR MILES. THE NETS ARE NOTORIOUS FOR INDISCRIMINATELY
CATCHING AND KILLING MARINE LIFE, INCLUDING MARINE MAMMALS, SHARKS AND
JUVENILE FISH. IN THE MEDITERRANEAN, DRIFTNETS ARE OFTEN USED TO

SCHEDULE O
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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

OCEANA, INC.

Employer identification number
51-0401308

ILLEGALLY CATCH ENDANGERED BLUEFIN TUNA.

THE E.U. COURT OF JUSTICE RULED AGAINST ITALY IN OCTOBER, CITING THE
NATION'S CONTINUED USE OF DRIFTNETS EVEN AFTER MORE THAN 120 MILLION IN
EUROS WAS SPENT TO CONVERT 700 VESSELS USING THE GEAR TO UPDATED
EQUIPMENT THAT WAS LESS DEADLY TO MARINE WILDLIFE. THE RULING CAME ON
THE HEELS OF OCEANA'S DOCUMENTATION OF 92 ITALIAN BOATS WITH DRIFTNETS
ON BOARD. MEANWHILE, THE EUROPEAN COURT OF JUSTICE DENOUNCED THE USE OF
DRIFTNETS BY FRENCH BOATS. THE COUNTRY HAD USED A LEGAL LOOPHOLE WHICH
ALLOWED IT TO CONTINUE USING THE NETS AFTER THE BAN. THE RULING
CONFIRMED THAT FRANCE WILL NOT BE ABLE TO EXPLOIT THE LOOPHOLE IN
FUTURE FISHING SEASONS.

OCEANA'S CAMPAIGN TO PROTECT BLUEFIN TUNA: THE MASSIVE AND POWERFUL
BLUEFIN TUNA IS AMONG THE MOST COVETED AND THREATENED SEAFOOD SPECIES
IN THE WORLD. OCEANA AND OTHER CONSERVATION GROUPS HAVE CONSISTENTLY
CALLED FOR A MORATORIUM ON FISHING ATLANTIC BLUEFIN UNTIL THE
POPULATION CAN RECOVER. WHILE THE ENTITY THAT OVERSEES THE FISHERY, THE
INTERNATIONAL COMMISSION FOR THE CONSERVATION OF ATLANTIC TUNAS, HAS
YET TO FOLLOW ITS OWN SCIENTISTS' ADVICE ON PROTECTING BLUEFIN FROM
EXTINCTION, OCEANA AND ITS ALLIES HAVE MADE SIGNIFICANT STRIDES TO
PROTECT THESE INCREDIBLE FISH. IN 2008 AND 2009, OCEANA WON AN EARLY
CLOSURE OF THE PURSE SEINE FISHING FLEET, WHICH IS RESPONSIBLE FOR
CATCHING THE MAJORITY OF BLUEFIN IN THE MEDITERRANEAN. IN ADDITION,
OCEANA HELPED WIN A LOWERED OVERALL QUOTA, A LIMITED FLEET CAPACITY AND
A FREEZE ON THE EXPANSION OF TUNA RANCHING FACILITIES IN MOVES THAT ARE

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CRUCIAL TO PULLING BLUEFIN TUNA BACK FROM THE BRINK OF EXTINCTION.

CAMPAIGN TO END WASTEFUL DISCARD OF UNWANTED FISH: IN JANUARY, THE
EUROPEAN UNION BANNED THE USE OF "HIGH GRADING" IN THE NORTH SEA, HOME
OF ONE OF THE WORLD'S MOST-USED FISHERIES. HIGH GRADING IS AN
OPPORTUNISTIC PRACTICE THAT RESULTS IN THE THROWING OVERBOARD OF
SEAFOOD SPECIES IN ORDER TO MAKE ROOM FOR MORE VALUABLE SPECIES. THE
DISCARDED FISH ARE LEFT DEAD IN THE WATER. IN ADDITION, SEVERAL
EUROPEAN COUNTRIES INCLUDING DENMARK AND GERMANY AGREED TO DEVELOP A
PLAN TO ERADICATE DISCARDS IN THE BALTIC COD FISHERY IN 2010.

FORM 990, PART III, LINE 4C:

WAS THE WINNER. WE RECRUITED 1,800 NEW WAVEMAKERS AND RECEIVED
SUBSTANTIAL MEDIA INTEREST AS PART OF THIS EFFORT.

AS OF NOVEMBER, WE HAVE HAD 52,756 WAVEMAKERS TAKE AT LEAST ONE ACTION
TOWARD OUR GOAL OF 60,000. WE HAVE HAD 21,600 WAVEMAKERS TAKE 3 OR MORE
ACTIONS OR BECOME SUPERACTIVISTS. SOME OF THE MOST SUCCESSFUL ACTIONS
THIS YEAR HAVE BEEN FOCUSED ON SUPPORTING SHARKS, SEA TURTLES AND
ARCTIC LEGISLATION. OUR OPEN RATE FOR WAVEMAKER ALERTS HAS INCREASED
FROM 10.04% AT THE END OF LAST YEAR TO 10.26% PERCENT.

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		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

	(a) Name of other organization(s)	(b) Transaction type (a-r)	(c) Amount involved
(1)	OCEANA ADVOCACY RESOURCES, INC.	N	4,042.
(2)			
(3)			
(4)			
(5)			
(6)			

2009 DEPRECIATION AND AMORTIZATION REPORT
FORM 990 PAGE 10

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Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	MACHINERY & EQUIPMENT FURNITURE AND OFFICE EQUIPMENT	VARIES		.000	16	871,802.			871,802.	770,334.		70,233.
2	COMPUTER EQUIPMENT	VARIES		.000	16	1017359.			1017359.	720,681.		74,876.
3	COMPUTER SOFTWARE	VARIES		.000	16	787,765.			787,765.	609,791.		47,004.
	* 990 PAGE 10 TOTAL							0.	2676926.	2100806.	0.	192,113.
5	MACHINERY & EQUIPM TRANSPORTATION EQUIPMENT	VARIES		.000	16	68,143.			68,143.	32,185.		4,557.
	* 990 PAGE 10 TOTAL							0.	68,143.	32,185.	0.	4,557.
4	VEHICLE TRANSPORTATION EQU OTHER	VARIES		.000	16	616,197.			616,197.	511,903.		15,959.
	* 990 PAGE 10 TOTAL								616,197.	511,903.		15,959.
6	WEBSITE DEVELOPMENT LEASEHOLD IMPROVEMENTS	VARIES		.000	16	1868517.			1868517.	290,291.		137,906.
	* 990 PAGE 10 TOTAL							0.	2484714.	802,194.	0.	153,865.
	OTHER					2484714.						
	* GRAND TOTAL 990 PAGE 10 DEPR					5229783.		0.	5229783.	2935185.	0.	350,535.

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

Part II			Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number		
	OCEANA, INC.		51-0401308		
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only		
1350 CONNECTICUT AVE., NW, 5TH FLR					
City, town or post office, state, and ZIP code. For a foreign address, see instructions.					
WASHINGTON, DC 20036					

Check type of return to be filed (File a separate application for each return):

- Form 990
 Form 990-EZ
 Form 990-T (sec. 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE ORGANIZATION

• The books are in the care of ► 1350 CONNECTICUT AVE, NW, 5TH FL - WASHINGTON, DC 20036
 Telephone No. ► (202) 833-3900 FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009, or other tax year beginning _____, and ending _____.

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	N/A

Signature and Verification

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

Signature ► R H A Title ► CPA Date ► 8/3/10