

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

For Individuals:

1. Name:

2. Address:

3. Email Address:

4. Phone Number:

* * * * *

For Witnesses Representing Organizations:

1. Name: Eric Draper

2. Name of Organization(s) You are Representing at the Hearing:
Audubon of Florida

3. Business Address:
444 Brickell Ave. Suite 850
Miami, FL 33131

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

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

Name/Organization Eric Draper/ Audubon of Florida

Title/Date of Hearing "Florida Everglades restoration: What are the Priorities?" November 3, 2011

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.

Hillsborough Community College, Liberal Arts
University of South Florida, B.A. Philosophy

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

See resume below

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

See resume below

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.

N/A

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.

N/A

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

Name/Organization Eric Draper/ Audubon of Florida

Title/Date of Hearing "Florida Everglades restoration: What are the Priorities?" November 3, 2011

In addition, for witnesses representing organizations:

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

Executive Director, Audubon of Florida

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

<u>Agency</u>	<u>Name</u>	<u>Amount</u>
US Dept of Interior	Bird Colony Management in Clearwater Harbor & St. Joseph Sound	\$14,726.20
National Fish & Wildlife	Alafia Bank Bird Sanctuary	\$249,500.00
NOAA	Mares	\$108,519.00
NOAA	Fish Communities of the Coastal Wetlands of Biscayne Bay	\$266,842.00
National Park Service	SFNRC Cape Sable Wading Bird Monitor	\$35,000.00
National Fish & Wildlife	NW FL Beach Stewardship	\$117,852.00
US Fish & Wildlife	Migratory Bird Outreach	\$9,998.38
US Army Corps of Engineers	CERP Recover Monitor Forested Wetlands So. Fl.	\$302,075.00

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

NATIONAL WILDLIFE FEDERATION, CONSERVANCY OF SOUTHWEST FLORIDA, COLLIER COUNTY AUDUBON SOCIETY, FLORIDA WILDLIFE FEDERATION, NATIONAL AUDUBON SOCIETY, INC., vs. PAUL SOUZA, STEVE SULLIVAN, PETE GEREN, DIRK KEMPTHORNE, **08-14115-CIV-MARTINEZ-LYNCH**: This case involved alleged violations of the Endangered Species Act, National Environmental Protection Act, the Administrative Procedures Act and the Clean Water Act stemming from the issuance of a Clean Water Act Section 404 permit issues to fill wetlands in SW Florida related to a proposed development called Mirasol.

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

N/A

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

See below

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
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 2009 calendar year, or tax year beginning **JUL 1, 2009** and ending **JUN 30, 2010**

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 National Audubon Society, Inc. Doing Business As		D Employer identification number 13-1624102
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 225 Varick Street, 7th Floor		E Telephone number (212) 979-3172
		City or town, state or country, and ZIP + 4 New York, NY 10014		G Gross receipts \$ 85980552. 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 ▶
F Name and address of principal officer: Monique Quinn 225 Varick Street, New York, NY 10014				
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ www.audubon.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: 1905 M State of legal domicile: NY

Part I Summary

1 Briefly describe the organization's mission or most significant activities: <u>Conserve and restore natural ecosystems through education and conservation action.</u>		
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a) 27	
	4 Number of independent voting members of the governing body (Part VI, line 1b) 27	
	5 Total number of employees (Part V, line 2a) 1074	
	6 Total number of volunteers (estimate if necessary) 9000	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12 2642484.	
	7b Net unrelated business taxable income from Form 990-T, line 34 -4670.	
	8 Contributions and grants (Part VIII, line 1h) 61583997.	
Revenue	9 Program service revenue (Part VIII, line 2g) 7142316.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 2699420.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 2582352.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 74008085.	
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 1568437.
		14 Benefits paid to or for members (Part IX, column (A), line 4) 2098648.
		15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 46498778.
		16a Professional fundraising fees (Part IX, column (A), line 11e) 362338.
		b Total fundraising expenses (Part IX, column (D), line 25) ▶ 12597407.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) 38286361.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 86715914.	
19 Revenue less expenses. Subtract line 18 from line 12 -12707829.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 289251325.	
	21 Total liabilities (Part X, line 26) 33538597.	
	22 Net assets or fund balances. Subtract line 21 from line 20 255712728.	

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 *Monique Quinn* Date **5/4/11**
 Signature of officer
Monique Quinn, CFO
 Type or print name and title

Paid Preparer's Use Only
 Preparer's signature *Barbara A. ...* Date **5-11-10** Check if self-employed
 Firm's name (or yours if self-employed), address, and ZIP + 4: **Deloitte Tax LLP**
Two World Financial Center
New York, NY 10281
 Preparer's identifying number (see instructions): **700698411**
 EIN ▶ **86-1065772**
 Phone no. ▶ **(212) 436-3361**

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: National Audubon Society, Inc's mission is to conserve and restore natural ecosystems, focusing on birds and other wildlife, for the benefit of humanity and the earth's biological diversity.

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.

See Schedule O for Continuation(s)

4a (Code:) (Expenses \$ 46888752. including grants of \$ 1087547.) (Revenue \$ 6166376.) Field Conservation -For more than 100 years, The National Audubon Society has inspired people to enjoy, appreciate and protect the natural world. Audubon uses an integrated approach of science, policy, education and stewardship strategies to achieve its bird, wildlife and habitat conservation goals. Critical to its conservation success is engaging a growing and more diverse audience to take conservation action. Audubon engages people and implements these integrated strategies through a network of field programs including state programs, independent chapters, Audubon Centers, and Important Bird Area programs, and by working with BirdLife International partners throughout the western hemisphere.

4b (Code:) (Expenses \$ 16072543. including grants of \$ 1011101.) (Revenue \$ 3357605.) National Conservation-The National Conservation Programs include Science; Policy; Education and Centers; and the International Alliances program. The National Conservation programs support, guide and integrate the work of the field programs in achieving Audubon's bird and habitat conservation goals. They encourage the sharing of best practices; provide technical guidance and support; offer training and develop and implement high leverage conservation strategies.

The Science Program provides the underlying rigor, credibility, and guidance in developing and implementing Audubon's conservation agenda. In addition to providing oversight to coordinating the organization's Important Bird Areas Program, the Science program provided assistance

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

4e Total program service expenses \$ 62961295.

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>		
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	
	• 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>	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
14b	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	518		
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	
1c			
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	1074		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)</i>	X	
2b			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
3a			
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
3b			
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	
4a			
b	If "Yes," enter the name of the foreign country: Canada See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
4b			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5a			
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5b			
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?		
5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6a			
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
6b			
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7a			
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	X	
7c			
d	If "Yes," indicate the number of Forms 8282 filed during the year		
7d	1		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7e			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7f			
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7g			
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8			
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
9b			
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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	27	
b	Enter the number of voting members that are independent	27	
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		X
b		
11	X	
11A		
12a	X	
b	X	
c	X	
13	X	
14	X	
15		
a	X	
b	X	
16a		X
b		
16b		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **AK, AR, AZ, CA, CO, CT, IN, FL, GA, LA, IL, KS**
- 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: **Monique Quinn - 2129793175**
225 Varick Street, 7th Floor, New York, NY 10014

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			
Peter Cannon Jr. Director	8.00	X					0.	0.	0.	
Caroline C. Coe Director	8.00	X					0.	0.	0.	
Mary McDermott Cook Director	8.00	X					0.	0.	0.	
Alan Dolan Director	8.00	X					0.	0.	0.	
Victor Emanuel Director	8.00	X					0.	0.	0.	
Margot Ernst Director	8.00	X					0.	0.	0.	
David B. Ford Director	8.00	X					0.	0.	0.	
Frank Gill Director and President	8.00	X		X			0.	0.	0.	
Ralf R. Graves Director	8.00	X					0.	0.	0.	
David B. Hartwell Director	8.00	X					0.	0.	0.	
S. Joyce King Director	8.00	X					0.	0.	0.	
Allen J. Model Director	8.00	X					0.	0.	0.	
Jane-Kerin Moffat Director	8.00	X					0.	0.	0.	
Peggy Montano Director	8.00	X					0.	0.	0.	
Jess Merton Director	8.00	X					0.	0.	0.	
George Pataki Director	8.00	X					0.	0.	0.	
Kristi Patterson Director	8.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Andrew Sansom Director	8.00	X						0.	0.	0.
Lloyd Sample Director	8.00	X						0.	0.	0.
Carol Schilling Director	8.00	X						0.	0.	0.
Marina Skumanich Director	8.00	X						0.	0.	0.
Constantine S. Eristoff Director	8.00	X						0.	0.	0.
Michael Stolper Director	8.00	X						0.	0.	0.
Virginia Stowe Director	8.00	X						0.	0.	0.
B. Holt Thrasher Chair, Director	8.00	X						0.	0.	0.
Victor D. Vidales III Director	8.00	X						0.	0.	0.
John Whittle Director	8.00	X						0.	0.	0.
1b Total								5013144.	0.	762013.

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
WC National Mailing Corporation PO Box 634260, Cincinnati, OH 45263	Mailing	1428172.
Palm Coast Data 3787 Solutions Center, Chicago, IL 60677	Membership Consulting	1032530.
Quad Graphics PO Box 930505, Atlanta, GA 31193	Mailing	745266.
Hub Labels Inc 18223 Shawley Drive, Hagerstow, MD 21740	Printing	345696.
Paradysz Matera 5 Hanover Square, New York, NY 10004	Marketing	291238.

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 **25**

See Schedule J-2 for Part VII, Section A Continuation

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	125674.				
	b	Membership dues	1b					
	c	Fundraising events	1c	986586.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	5549752.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	54711944.				
	g	Noncash contributions included in lines 1a-1f \$		813129.				
	h	Total. Add lines 1a-1f		61373956.				
	Program Service Revenue	2 a	Advertising	Business Code	541800	2444469.		2444469.
b		Tuition Income		900099	2064842.	2064842.		
c		Mitigation		900099	1263831.	1263831.		
d		Admissions		900099	1147879.	1147879.		
e		List Rental		900004	282708.		148331.	
f		All other program service revenue		900099	1084916.		49684.	
g		Total. Add lines 2a-2f			8288645.		134377.	
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			6665832.		6665832.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties			1214474.		1214474.	
	6 a	Gross Rents	(i) Real	349902.				
			(ii) Personal					
			b	Less: rental expenses				
			c	Rental income or (loss)	349902.			
	d	Net rental income or (loss)			349902.		349902.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	5815022.	(ii) Other	9970.		
			b	Less: cost or other basis and sales expenses	4864393.	1761.		
			c	Gain or (loss)	950629.	8209.		
			d	Net gain or (loss)			958838.	
	8 a	Gross income from fundraising events (not including \$ 986586. of contributions reported on line 1c). See Part IV, line 18	a	556237.				
			b	Less: direct expenses	574117.			
			c	Net income or (loss) from fundraising events			-17880.	
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	1706514.					
		b	Less: cost of goods sold	471178.				
		c	Net income or (loss) from sales of inventory			1235336.	1235336.	
Miscellaneous Revenue				Business Code				
11 a								
		b						
		c						
		d	All other revenue					
e	Total. Add lines 11a-11d							
12	Total revenue. See instructions.			80069103.	5711888.	2642484.	10340775.	

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	2026348.	2026348.		
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	72300.	72300.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	4244003.	2794437.	730867.	718699.
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	31251185.	25698728.	2110606.	3441851.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	3055791.	2558074.	85628.	412089.
9 Other employee benefits	2264054.	1897015.	218443.	148596.
10 Payroll taxes	2765720.	2272620.	96864.	396236.
11 Fees for services (non-employees):				
a Management				
b Legal	425642.	187080.	233031.	5531.
c Accounting	211499.		211499.	
d Lobbying	191655.	191655.		
e Professional fundraising services. See Part IV, line 17	550736.			550736.
f Investment management fees	435311.		435311.	
g Other	3973542.	3648546.	142571.	182425.
12 Advertising and promotion	267743.	147247.	2072.	118424.
13 Office expenses	12567457.	6959156.	347409.	5260892.
14 Information technology	674467.	615567.	35176.	23724.
15 Royalties				
16 Occupancy	3794709.	2921820.	606276.	266613.
17 Travel	1856748.	1538520.	91614.	226614.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	553964.	414063.	31755.	108146.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3010245.	2748377.	209734.	52134.
23 Insurance	1171846.	1052526.	59084.	60236.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>Sanctuary Expenses</u>	1598532.	1598532.		
b <u>Miscellaneous</u>	1526449.	1526449.		
c <u>Chapter Support</u>	1028453.	1015485.		12968.
d <u>Service Bureaus</u>	907916.	553669.	113743.	240504.
e <u>Membership Fulfillment</u>	653523.		537800.	115723.
f All other expenses	819128.	523081.	40781.	255266.
25 Total functional expenses. Add lines 1 through 24f	81898966.	62961295.	6340264.	12597407.
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	2361375.	1	2796624.
	2	Savings and temporary cash investments	24456257.	2	24658614.
	3	Pledges and grants receivable, net	6784480.	3	2051616.
	4	Accounts receivable, net	5281836.	4	5304465.
	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	213325.	8	367233.
	9	Prepaid expenses and deferred charges	1606371.	9	1728316.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 73964055.		
	b	Less: accumulated depreciation	10b 22235107.		
	11	Investments - publicly traded securities	51533813.	10c	51728948.
	12	Investments - other securities. See Part IV, line 11	140566688.	11	152925053.
	13	Investments - program-related. See Part IV, line 11		12	
	14	Intangible assets	25500.	13	25500.
	15	Other assets. See Part IV, line 11	56421680.	14	64326166.
16	Total assets. Add lines 1 through 15 (must equal line 34)	289251325.	15	305912535.	
Liabilities	17	Accounts payable and accrued expenses	7756222.	17	7310245.
	18	Grants payable		18	
	19	Deferred revenue	780407.	19	786798.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	1902226.	21	2159841.
	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	23099742.	25	25455930.
	26	Total liabilities. Add lines 17 through 25	33538597.	26	35712814.
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	35223066.	27	37947609.
	28	Temporarily restricted net assets	148817944.	28	155402522.
	29	Permanently restricted net assets	71671718.	29	76849590.
	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	255712728.	33	270199721.	
34	Total liabilities and net assets/fund balances	289251325.	34	305912535.	

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
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?	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 consolidated basis, separate basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

Form 990 (2009)

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.")	60602174.	59878200.	80661418.	61573219.	61373956.	324088967
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	60602174.	59878200.	80661418.	61573219.	61373956.	324088967
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)						5399094.
6 Public support. Subtract line 5 from line 4.						318689873

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	60602174.	59878200.	80661418.	61573219.	61373956.	324088967
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	9051976.	10425734.	9756609.	8410053.	8230208.	45874580.
9 Net income from unrelated business activities, whether or not the business is regularly carried on		25822.	18433.			44255.
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						370007802
12 Gross receipts from related activities, etc. (see instructions)					12	35100506.
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	86.13	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	86.54	%
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 C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

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

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

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

Name of organization National Audubon Society, Inc. Employer identification number 13-1624102

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)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <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)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?														

Yes No

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

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

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

	(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?	X		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1j)?	X		
c Media advertisements?	X		768.
d Mailings to members, legislators, or the public?	X		25664.
e Publications, or published or broadcast statements?	X		1281.
f Grants to other organizations for lobbying purposes?	X		421050.
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		351981.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		11014.
i Other activities? If "Yes," describe in Part IV		X	
j Total. Add lines 1c through 1i			811758.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to 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 National Audubon Society, Inc. Employer identification number 13-1624102

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 | 27 |
| b Total acreage restricted by conservation easements | 3818.00 |
| c Number of conservation easements on a certified historic structure included in (a) | |
| d Number of conservation easements included in (c) acquired after 8/17/06 | |
- 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 ▶ 9
- 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 ▶ 88
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ 6088.
- 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, 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	132089720.	165120294.			
b Contributions	9950612.	6461148.			
c Net investment earnings, gains, and losses	11427139.	-25326566.			
d Grants or scholarships	34980.	227000.			
e Other expenditures for facilities and programs	5727253.	11792156.			
f Administrative expenses	3006000.	2146000.			
g End of year balance	144699238.	132089720.			

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment %
 - b Permanent endowment 78.00 %
 - c Term endowment 22.00 %
- 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 | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 3b Yes No
- 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	1500.			1500.
b Buildings		40956093.	12693224.	28262869.
c Leasehold improvements		22339592.	2231654.	20107938.
d Equipment		10666870.	7310229.	3356641.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				51728948.

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 II, line 9: Sch D, Part II, Q 3-Number of conservation easements

modified transferred etc: None.

Sch D Part II, Q 5-Written Policy Regarding Easement: The organization has an extensive easement policy which includes written documents explaining the proper procedures in acquiring and maintaining said easement. These policies includes: meetings with the landowners, site reviews, completion of questionnaires to ensure landowner compliance is met, annual

Part XIV Supplemental Information (continued)

inspections are performed, assignment of dedicated staff and Board approval of significant items.

Schedule D Part II, Q 9 Reported in Financial Statements: The organization records the acquisition of easements and sanctuaries as property purchased at a nominal value.

Part IV, line 2b: Part X, line 21 of the Form 990 includes \$316,578 in Agency Funds held for other nonprofit organizations and \$1,843,263 in funds held for employees and former employees of Audubon related to a deferred compensation plan to which funds are no longer being contributed.

Part V, line 4: The endowment funds are donor-restricted funds held in perpetuity. The Board designates a budgeted spending limit of 5 per cent of the average three year market value. These funds are used to further the company's goals of conservation and restoration of our natural ecosystems.

Part X: Effective July 1, 2009, Audubon adopted the provisions of FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainties in Income Taxes—an interpretation of FASB Statement No. 109," now incorporated in Accounting Standards Codification ("ASC") 740, which provides standards for establishing and classifying any tax provisions for uncertain tax positions. The adoption of FIN 48 did not have an effect on Audubon's financial position as of July 1, 2009 or Audubon's results of operations and cash flows for the year ended June 30, 2010. Audubon could be subject to federal or state and local income tax examinations by tax authorities for the year ended June 30, 2007 and subsequent fiscal years.

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: **National Audubon Society, Inc.**
Employer identification number: **13-1624102**

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
Central America	0	0	Grantmaking		72300.
Totals	0	0			72300.

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

Schedule F (Form 990) 2009

13-1624102

National Audubon Society, 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.

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)
		Central America	Conservation	72300	Cash Payment	0.		Not applicable

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 **1**

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))	
		Keesee Luncheon (event type)	Woman/Conser vation (event type)	32 (total number)		
Revenue	1	Gross receipts	306343.	253790.	790772.	1350905.
	2	Less: Charitable contributions	274994.	211660.	430956.	917610.
	3	Gross income (line 1 minus line 2)	31349.	42130.	359816.	433295.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	38422.	116834.	364964.	520220.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(520220)
	11	Net income summary. Combine line 3, column (d), and line 10				-86925.

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? _____

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____

b If "Yes," explain: _____

11 Does the organization operate gaming activities with nonmembers? _____

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
9a		
10a		
11		
12		

		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?	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 ▶ _____			
<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor			
17 Mandatory distributions:			
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	17a		
b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____			

2009

Open to Public Inspection

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" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

Name of the organization
National Audubon Society, Inc.
Employer identification number
13-1624102

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. 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
Alaska Geographic Association 810 East Ninth Ave Anchorage, AK 99501	92-0043154	501(c)(3)	8000.	0.	Not applicable		Conservation
Atchafalaya Basinkeeper Inc. 162 Croydon Ave Baton Rouge, LA 70806	51-0526541	501(c)(3)	26000.	0.	Not applicable		Conservation
Atlanta Audubon Society PO Box 29189 Atlanta, GA 30359	58-1834323	501(c)(3)	22080.	0.	Not applicable		Conservation
Audubon Miami Valley PO Box 556 Oxford, OH 45046	31-0896392	501(c)(3)	5600.	0.	Not applicable		Conservation
Audubon Society of Central Oklahoma - 5505 NW 56th - Oklahoma City, OK 73122	73-1190646	501(c)(3)	5600.	0.	Not applicable		Conservation
Audubon Society of Northern Virginia - 4022 Hummer Road - Annandale, VA 22003	51-0246325	501(c)(3)	71400.	0.	Not applicable		Conservation

2 Enter total number of section 501(c)(3) and government organizations **69.**

3 Enter total number of other organizations **4.**

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: The program department is responsible for selecting the recipients of the grants. A grant agreement is created between National Audubon Society and the grantee. Grantees are required to submit financial and program reports on a timely basis. Grantees are also required to participate in an evaluation process. Grantees are trained in program requirements which have clearly stated guidelines.

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for
 Schedule I (Form 990), Part II or Part III.

Name of the organization
National Audubon Society, Inc.
 Employer identification number
13-1624102

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)									
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance		
Audubon Society of Portland 5151 NW Cornell Road Portland, OR 97120	93-6026088	501(c)(3)	36600.	0.	Not applicable		Conservation		
Civic Association Serving Harlem 356 West 123st New York, NY 10027	13-3765625	501(c)(3)	8000.	0.	Not applicable		Conservation		
Audubon Society of Western Pennsylvania - 614 Dorseyville Road - Pittsburgh, PA 15238	25-1324559	501(c)(3)	20600.	0.	Not applicable		Conservation		
Broward County Audubon Society Inc 10871 W. Clairmont Circle Tamarac, FL 33321	59-6196137	501(c)(3)	12600.	0.	Not applicable		Conservation		
Black Canyon Audubon Society PO Box 387 Delta, CO 81416	84-1557782	501(c)(3)	19396.	0.	Not applicable		Conservation		
Black Bear Conservation Committee PO Box 80442 Baton Rouge, LA 70898	72-1243466	501(c)(3)	26000.	0.	Not applicable		Conservation		
Buffalo Audubon Society 1610 Welch Road North Java, NY 14013	16-6088768	501(c)(3)	16600.	0.	Not applicable		Conservation		
Citizens Group Inc 360 Pine St San Francisco, CA 94705	20-5181877		8000.	0.	Not applicable		Conservation		

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for
 Schedule I (Form 990), Part II or Part III.

Name of the organization
 National Audubon Society, Inc.
 Employer identification number
 13-1624102

Part I Continuation of Grants and Organizations in the United States (Schedule I (Form 990), Part II).							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Carbon Concierge PO Box 14163 Portland, OR 97293	36-4754845		8000.	0. Not applicable			Conservation
Center for Diversity and the Environment - NW Miller Rd #111 Portland, OR 97229	26-3757028	501(c)(3)	8000.	0. Not applicable			Conservation
Center for Land Based Learning 5265 Putah Creek Road Winters, CA 95694	68-0472121	501(c)(3)	26250.	0. Not applicable			Conservation
Chesapeake Bay Trust 60 West Street Annapolis, MD 21401	52-1454182	501(c)(3)	6258.	0. Not applicable			Conservation
Connecticut Audubon Society 2325 Burr Street Fairfield, CT 06824	06-0653531	501(c)(3)	5400.	0. Not applicable			Conservation
Cosi Columbus 333 West Broad Street Columbus, OH 43215	31-4383802		8000.	0. Not applicable			Conservation
Dungeness River Audubon Center PO Box 2450 Sequim, WA 98382	91-1632549	501(c)(3)	17400.	0. Not applicable			Conservation
Earth Day Network Inc 1616 P Street NW Suite 340 Washington, DC 20036	13-3798288	501(c)(3)	10000.	0. Not applicable			Conservation

Schedule I-1 (Form 990) 2009

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

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.

SCHEDULE I-1
 (Form 990)
 Department of the Treasury
 Internal Revenue Service

Name of the organization
National Audubon Society, Inc.

Employer identification number
13-1624102

Part I	Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)									
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance			
Environmental Defense Fund, Inc 1875 Connecticut Avenue NW Ste 500 Washington, DC 20009	11-6107128	501(c)(3)	125000.	0. Not applicable			Conservation			
Golden Gate Audubon Society Inc 2530 San Pablo Avenue Suite G Berkeley, CA 94702	94-6086895	501(c)(3)	44000.	0. Not applicable			Conservation			
Greater Ozarks Audubon Society PO Box 3231 Springfield, MO 65808	43-1730027	501(c)(3)	18546.	0. Not applicable			Conservation			
Houston Audubon Society 440 Wilchester Boulevard Houston, TX 77079	23-7011870	501(c)(3)	14400.	0. Not applicable			Conservation			
Katwaba Valley Land Trust PO Box 1776 Lancaster, SC 29721	57-6143218		8000.	0. Not applicable			Conservation			
Lehontan Audubon Society PO Box 2304 Reno, NV 89505	23-7181150	501(c)(3)	12600.	0. Not applicable			Conservation			
Guam Department of Agriculture 163 Dairy road Mangilao, GU 96913	66-0676435	Government Org	8000.	0. Not applicable			Conservation			
Greenway Network E 4601 Mid Rivers Drive St Peters, MO 63376	43-1681768	501(c)(3)	8000.	0. Not applicable			Conservation			

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

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for
 Schedule I (Form 990), Part II or Part III.

SCHEDULE I-1
 (Form 990)
 Department of the Treasury
 Internal Revenue Service

Name of the organization
National Audubon Society, Inc.
 Employer identification number
13-1624102

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Green Mountain College 1 Brennan Circle Poultney, VT 05764	03-0179299	501(c)(3)	8000.	0.	Not applicable		Conservation
Los Angeles Audubon Society PO Box 931057 Los Angeles, CA 90093	95-6093704	501(c)(3)	33000.	0.	Not applicable		Conservation
Louisiana State University Office of Accounting Services Baton Rouge, LA 70803	72-6000848	501(c)(3)	30500.	0.	Not applicable		Conservation
Madison Audubon Society 222 S Hamilton Street, Suite 1 Madison, WI 53703	39-1393389	501(c)(3)	7000.	0.	Not applicable		Conservation
Maine Audubon Society 20 Gilsland Farm Road Falmouth, ME 04105	01-0248780	501(c)(3)	32988.	0.	Not applicable		Conservation
Milwaukee Audubon Society 1015 17th Avenue Grafton, WI 53024	39-1233634	501(c)(3)	6400.	0.	Not applicable		Conservation
Michigan Environmental Council Pere Marquette Dr. Ste 2A Lansing, MI 48912	38-2517980	501(c)(3)	8000.	0.	Not applicable		Conservation
Merrymeeting Audubon PO Box 544 Bath, ME 04530	01-0248780	501(c)(3)	6000.	0.	Not applicable		Conservation

SCHEDULE I-1
 (Form 990)
 Department of the Treasury
 Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for
 Schedule I (Form 990), Part II or Part III.

2009
 Open to Public
 Inspection

Name of the organization
National Audubon Society, Inc.
 Employer identification number
13-1624102

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Magnolia Tree Earth Center 678 Lafayette Avenue Brooklyn, NY 11216	23-7303098	501(c)(3)	8000.	0.	Not applicable		Conservation
Montana Audubon Society PO Box 595 Helena, MT 59624	81-0412530	501(c)(3)	37486.	0.	Not applicable		Conservation
National Audubon Society-Greenwich, CT - 613 Riversville Road - Greenwich, CT 06831	13-1624102	501(c)(3)	12681.	0.	Not applicable		Conservation
Napa Solano Audubon Society 1234 third Avenue Napa, CA 94558	94-2375760	501(c)(3)	8221.	0.	Not applicable		Conservation
American Museum of Natural History CPW 79th St New York, NY 10024	13-6162659	501(c)(3)	8000.	0.	Not applicable		Conservation
Audubon Society of Greater Denver S Wadsworth Blvd Littleton, CO 80128	23-7063701	501(c)(3)	8000.	0.	Not applicable		Conservation
New York City Audubon Society 71 West 23 St Ste 1523 New York, NY 10010	13-3057954	501(c)(3)	77100.	0.	Not applicable		Conservation
Pilchuck Audubon Society 1429 Ave D 198 Snohomish, WA 98290	91-6183664	501(c)(3)	14000.	0.	Not applicable		Conservation

Schedule I-1 (Form 990) 2009

Continuation Sheet for Schedule I (Form 990)
Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II or Part III.

Name of the organization
National Audubon Society, Inc.
Employer identification number
13-1624102

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Prospect Park Alliance 95 Prospect Park West Brooklyn, NY 11215	11-2843763	501(c)(3)	78400.	0.	Not applicable		Conservation
Rare 1840 Wilson Blvd Ste 204 Arlington, VA 22201	23-7380563	501(c)(3)	12500.	0.	Not applicable		Conservation
Redwood Region Audubon Society 1595 Beverly Drive Arcata, CA 95521	23-7102685	501(c)(3)	9500.	0.	Not applicable		Conservation
San Diego Audubon Society 4010 Morena Blvd Ste 100 San Diego, CA 92117	95-6100273	501(c)(3)	25000.	0.	Not applicable		Conservation
San Bernardino Valley Audubon Society - 22430 Pico Street - Grand Terrace, CA 92313	95-2593738	501(c)(3)	40000.	0.	Not applicable		Conservation
Seattle Audubon Society 8050 35th Ave Seattle, WA 98115	91-6009716	501(c)(3)	7000.	0.	Not applicable		Conservation
Plathead Audubon Society PO Box 9173 KalisPELL, MT 59904	81-0447830	501(c)(3)	8000.	0.	Not applicable		Conservation
Mississippi River Corridor 291 Kenilworth Place Memphis, TN 38122	87-0792185	501(c)(3)	50000.	0.	Not applicable		Conservation

Continuation Sheet for Schedule I (Form 990)
Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II or Part III.

Employer identification number
13-1624102

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Name of the organization

National Audubon Society, Inc.

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part I)							
(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
St. Louis Audubon Society 2728 Lakeport Drive Maryland Heights, MO 63043	43-6052063	501(c)(3)	5600.	0.	Not applicable		Conservation
SW Environmental Education Exchange - 735 N 5th Ave Suite 100 - Tucson, AZ 85705	86-0682018	501(c)(3)	8000.	0.	Not applicable		Conservation
San Elijo Lagoon Conservancy PO Box 230634 Encinitas, CA 92023	33-0358660	501(c)(3)	8000.	0.	Not applicable		Conservation
Tahoma Audubon Society 2917 Morrison Road West University Place, WA 98466	23-7450873	501(c)(3)	16280.	0.	Not applicable		Conservation
The Evergreen Naturalists Audubon Society - PO Box 523 - Evergreen, CO 80437	51-0154193	501(c)(3)	5600.	0.	Not applicable		Conservation
The Nature Conservancy PO Box 4125 Baton Rouge, LA 70821	53-0242652	501(c)(3)	400152.	0.	Not applicable		Conservation
Palouse Audubon Society PO Box 3606 Moscow, ID 83843	23-7273802	501(c)(3)	12000.	0.	Not applicable		Conservation
Office of Hawaii Affairs 700 Kapiolani Blvd Honolulu, HI 96813	99-0266580	501(c)(3)	8000.	0.	Not applicable		Conservation

Schedule I-1 (Form 990) 2009

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

Name of the organization **National Audubon Society, Inc.** Employer identification number **13-1624102**

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Travis Audubon Society PO Box 40787 Austin, TX 78704	74-6046937	501(c)(3)	22000.	0.	Not applicable		Conservation
Tucson Audubon Society 300 East University Blvd Tucson, AZ 85705	86-6053779	501(c)(3)	31000.	0.	Not applicable		Conservation
Tulsa Audubon Society 11224 S 83 E Ave Bixby, OK 74008	73-1069723	501(c)(3)	19000.	0.	Not applicable		Conservation
Philadelphia Zoo 3400 West Girard Ave Philadelphia, PA 19104	23-1352298	501(c)(3)	8000.	0.	Not applicable		Conservation
The Trust for Public Land 116 New Montgomery Street San Francisco, CA 94105	23-7222333	501(c)(3)	200000.	0.	Not applicable		Conservation
The Regeneration Project 220 Montgomery Street San Francisco, CA 94104	94-3335236	501(c)(3)	8000.	0.	Not applicable		Conservation
Simply Green Solutions 3950 Day Bridge Place Ellenton, FL 34222	26-3156670	501(c)(3)	8000.	0.	Not applicable		Conservation
Sonoran Audubon Society PO Box 8068 Glendale, AZ 85312	86-0963437	501(c)(3)	12000.	0.	Not applicable		Conservation

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I-1 (Form 990) 2009

**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

National Audubon Society, Inc.

Employer identification number

13-1624102

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

	9		
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LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Betsy Loyless	(i) 135716.	0.	21843.	8327.	10048.	175934.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Daniel Rutberg	(i) 200947.	0.	1072.	3461.	12606.	218086.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
David Anderson	(i) 146136.	0.	91920.	8959.	6268.	253283.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Denise Scelzo	(i) 150318.	0.	83247.	9159.	10242.	252966.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Glenn E Olson	(i) 220235.	0.	1072.	151707.	11644.	384658.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Graham Chisholm	(i) 174802.	0.	1220.	7712.	14872.	198606.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
John Flicker	(i) 320777.	0.	1645.	17288.	13179.	352889.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Joseph DeMarco	(i) 180735.	0.	1072.	8509.	439.	190755.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Judy Braus	(i) 170445.	0.	1072.	8662.	9283.	189462.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Les Corey	(i) 219317.	0.	4796.	11858.	12700.	248671.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Marc Scollo	(i) 140730.	0.	599.	7460.	19899.	168688.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Margaret Olsen	(i) 173232.	0.	374.	942.	6859.	181407.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Michelle Scott	(i) 196295.	0.	1645.	8873.	439.	207252.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Monique Quinn	(i) 195484.	0.	349.	10292.	20143.	226268.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Patricia M. Douglas	(i) 138678.	0.	649.	43923.	21115.	204365.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Philip B. Kavits	(i) 179914.	0.	573.	8648.	404.	189539.	0.
	(ii) 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, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Part I, Line 4a: The following individuals listed on schedule J received

severance payments as follows:

David Anderson \$83,224

Denise Scelzo \$73,188

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

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

OMB No. 1545-0047

2009
Open to Public
Inspection

Name of the Organization

National Audubon Society, Inc.

Employer Identification number
13-1624102

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Alan Wilson Director	8.00	X					0.	0.	0.	
Roger Wolf Director	8.00	X					0.	0.	0.	
Alexander Zagoreas Director	8.00	X					0.	0.	0.	
Steve Zimmerman Director	8.00	X					0.	0.	0.	
Annie Brown VP, Strategic Gifts	40.00			X			97399.	0.	21350.	
Betsy Loyless Senior VP, Public Policy	40.00			X			157559.	0.	18039.	
Craig Lee VP, Int'l Alliances	40.00			X			120538.	0.	18402.	
Daniel Rutberg VP, CIO	40.00			X			202019.	0.	15628.	
David Anderson VP, State Director	40.00			X			238056.	0.	14828.	
Denise Scelzo VP, Constituency Dev.	40.00			X			233565.	0.	19013.	
Glenn E Olson Vice President	40.00			X			221307.	0.	162947.	
Graham Chisholm VP and Executive Director	40.00			X			176022.	0.	22180.	
John Flicker President	40.00			X			322422.	0.	30028.	
Joseph DeMarco VP, Human Resources	40.00			X			181807.	0.	8509.	
Judy Braus VP, Centers and Education	40.00			X			171517.	0.	17541.	
Les Corey VP Chief Development Officer	40.00			X			224113.	0.	24154.	
Lynn Tennefoss VP for States and Chapter Services	40.00			X			101472.	0.	12523.	
Marc Scollo VP Financial Mgt. Field Solutions	40.00			X			141329.	0.	26920.	
Margaret Olsen Chief Field Operations Off	40.00			X			173606.	0.	7362.	
Michael J Daulton VP of Government Relations	40.00			X			105601.	0.	5539.	

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

Schedule J-2 (Form 990) 2009

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

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

OMB No. 1545-0047

2009
Open to Public Inspection

Name of the Organization

National Audubon Society, Inc.

Employer Identification number
13-1624102

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Michelle Scott VP, General Counsel	40.00			X				197940.	0.	8873.
Monique Quinn Chief Financial Officer	40.00			X				195833.	0.	29996.
Patricia M. Douglas VP and Controller	40.00			X				139327.	0.	64599.
Philip B. Kavits VP, Marketing and Comm.	40.00			X				180487.	0.	8648.
Robert Perciasepe Chief Operating Officer	40.00			X				226860.	0.	18121.
Teresa M Present VP Conservation Planning	40.00			X				112887.	0.	5757.
Tom Bancroft VP, Chief Scientist	40.00			X				168762.	0.	74800.
Wayne Mones VP, Planned Giving	40.00			X				139636.	0.	66666.
Claudia Welsh Development Officer	40.00					X		163764.	0.	19443.
Gregory Licciardi Publisher	40.00					X		195751.	0.	26188.
Kevin Fisher Design Director	40.00					X		152269.	0.	2647.
Edward Whitaker Managing Dir Marketing/Publishing	40.00					X		139188.	0.	4150.
Lindsay Maurer Director Development/Membership	40.00					X		132108.	0.	7162.

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

Schedule J-2 (Form 990) 2009

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2009

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: **National Audubon Society, Inc.**
Employer identification number: **13-1624102**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	103	804627.	Fair Market Value
10 Securities - Closely held stock	X	1	8502.	Fair Market Value
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 Acknowledgment: **29** **1**

	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

Name of the organization

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

Employer identification number
13-1624102

National Audubon Society, Inc.

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

Through its science and conservation programs, Audubon has now identified 2,522 Important Bird Areas across the United States and is working through its network of field programs to develop and implement conservation actions at many of these sites. In Fiscal Year Ended 2010, Audubon celebrated the opening of the Grange Insurance Audubon Center in Columbus, Ohio, The Audubon Center in Little Rock, Arkansas and the Nina Mason Pulliam Salado Audubon Center in Phoenix, Arizona adding to the network of Audubon Centers across the country. Local education and outreach programs combined with efforts to enlist grassroots support for important policy initiatives reached more than 1,000,000 people and a total of 168,000 people volunteered their time to further Audubon's mission.

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

in conservation planning, ecological analysis, environmental sciences, bird migration studies and coordinated the efforts of 60,000 citizen scientists as part of Audubon's Christmas Bird Count.

The Policy Program provided guidance and support to Audubon's field offices in advocating for local and state level environmental and educational policy initiatives. With staff skilled in grassroots organizing, advocacy and communications, the Policy Program also supported state and multi-state conservation efforts to protect and restore large ecosystems such as the Everglades, the Mississippi River, Long Island Sound, and the Sage Brush Ecosystem. Key policy

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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National Audubon Society, Inc.

Employer identification number
13-1624102

initiatives also included protecting forest ecosystems, strengthening the national wildlife refuge system, protecting endangered species, restoring and protecting wetlands, and protecting key bird habitat across the country.

The Education and Centers Program coordinated and provided assistance for the network of Audubon Centers and worked with field staff in the planning and delivery of innovative projects, fellowship programs and education materials. Educational programs are designed to produce both short and long-term on-the-ground conservation outcomes. Audubon Centers are a central strategy for meeting one of Audubon's goals to engage a diverse and growing constituency for conservation.

Communications and outreach efforts support Audubon's conservation mission and provide educational information through publications and content on the Web-site (www.Audubon.org). Audubon's award winning magazine which covers environmental conservation and wildlife issues represents the majority of Audubon's publication expenses.

Form 990, Part VI, Section A, line 6: The organization has over 400,000 members.

Form 990, Part VI, Section A, line 7a: The members of the Board of Directors are elected by the members of the organization. Of the three staggered classes of 13 Directors each, three-fourths are nominated by the Board of Directors and one-fourth by affiliates in their respective regions

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
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OMB No. 1545-0047

2009

Open to Public
Inspection

Employer identification number
13-1624102

National Audubon Society, Inc.

of the United States.

Form 990, Part VI, Section B, line 11: Form 990 is provided to the Audit and Ethics Committee of the Board of Directors for review and comment prior to filing. A copy is made available to the full Board prior to filing.

Form 990, Part VI, Section B, Line 12c: National Audubon Society requires annual disclosure of conflicts and certification of compliance by Board members and officers.

Information forms for contracts with service providers and vendors require disclosure, by employees involved in arranging the contract, of conflicts of interest due to relationships of employees, officers or Directors with the providers or vendors.

Form 990, Part VI, Section B, Line 15: The Vice President for Human Resources and the HRIS/Compensation Analyst periodically review salary surveys provided by various compensation professionals and organizations. These surveys provide compensation data for various positions based upon the size of the organization including the size of its budget and the number of employees working in the organization. For the CEO as well as for other senior level positions we review the PRM Consulting Group's Annual Management Compensation Report for not-for-profit organizations. From this we obtain salary data for the mean, median, 25th and 75th percentiles for each position. We also review the guidestar.com Compensation Report which provides similar data based upon 990's filed with

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.
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National Audubon Society, Inc.

Employer identification number
13-1624102

the IRS. The Vice President for Human Resources reports this information regularly to the CEO and periodically to the National Board.

Form 990, Part VI, Line 17, List of States receiving copy of Form 990:

AK, AR, AZ, CA, CO, CT, IN, FL, GA, LA, IL, KS, KY, 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

Form 990, Part VI, Section C, Line 19: The applicable documents are available on the company's web site and in some cases "Guidestar's" web site.

Schedule G, Part I, Line 2b, Column (v): National Audubon Society, Inc. contracted with Telefund Inc. to provide telemarketing services. The purpose of these services is to enhance and increase a donor base that is sustainable over an extended period of time. It is not unusual that this type of activity will generate a negative cash flow in any given year, similar to a capital investment. The company pays a consultant for services which may generate donations in that year less than the fees paid to the fundraiser; but the company will receive future benefits as many of these donors will continue to contribute to the organization thus making the costs of this service valuable to the company.

Payments to fundraising counsels are for strategies and general services to enable Audubon to reach donors and potential donors. These services do not include payments for actual solicitation and therefore do not directly generate donations.

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
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Name of the organization

National Audubon Society, Inc.

Employer identification number
13-1624102

Part VI, Section A, Line 1a

Departing Board Members

The following Board members served during Fiscal Year Ended June 30,
2010 but resigned prior to June 30, 2010:

Frank Gill, George Pataki, John Whittle and Steven Zimmerman.

Name of the organization: National Audubon Society, Inc. Employer identification number: 13-1624102

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
National Audubon Society of Coastal Connecticut - 23-7263861, 225 Varick Street 7th Fl, New York, NY 10014	Land Holding	Connecticut	501(c)(3)	170(b)(1)(A) (v N/A)	
National Audubon Society of Sharon Inc. - 23-7245359, 225 Varick Street 7th Fl, New York, NY 10014	Land Holding	Connecticut	501(c)(3)	170(b)(1)(A) (v N/A)	
Lincoln Audubon Society - 51-0196442 225 Varick Street 7th Fl New York, NY 10014	Land Holding	Maine	501(c)(3)	170(b)(1)(A) (v N/A)	
The National Audubon Society of Greenwich Inc - 23-7245358, 225 Varick Street 7th Fl, New York, NY 10014	Land Holding	Connecticut	501(c)(3)	170(b)(1)(A) (v N/A)	

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

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

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
Reinecke Fuchs, Inc. - 51-0099316 225 Varick St, 7th FL, NY, NY 10014	Real Property	FL	N/A	C CORP	-56475.	2134039.	100%

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.

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(s)	(b) Transaction type (a-r)	(c) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization	Employer identification number
	National Audubon Society, Inc.	13-1624102
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 225 Varick Street, 7th Floor	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10014	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

Monique Quinn

- The books are in the care of ▶ 225 Varick Street, 7th Floor - New York, NY 10014
Telephone No. ▶ 2129793175 FAX No. ▶ (212)979-3160
- 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 will cover.

1 (request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until February 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year _____ or
▶ tax year beginning JUL 1, 2009, and ending JUN 30, 2010

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a	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.	3a	S
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	S
c	Balance Due. Subtract line 3b from line 3a. 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.	3c	S N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

- 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 National Audubon Society, Inc.	Employer identification number 13-1624102
	Number, street, and room or suite no. If a P.O. box, see instructions. 225 Varick Street, 7th Floor	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10014	

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.

Monique Quinn

- The books are in the care of **225 Varick Street, 7th Floor - New York, NY 10014**
Telephone No. **2129793175** FAX No. **(212)979-3160**
- 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 **May 15, 2011**.
- 5 For calendar year _____, or other tax year beginning **JUL 1, 2009**, and ending **JUN 30, 2010**.
- 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 in which 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	S	
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	S	
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	S	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 **Monique Quinn** Title **VP, Controller** Date **2/10/11**

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)

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

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2008 calendar year, or tax year beginning **JUL 1, 2008** and ending **JUN 30, 2009**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Recession pending	Please use IRS line or part of title. See Specific Instructions.	C Name of organization National Audubon Society, Inc.		D Employer identification number 13-1624102
		Living Business As		E Telephone number (212) 979-3172
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 225 Varick Street, 7th Floor		G Gross receipts 96576007.
City or town, state or country, and ZIP + 4 New York, NY 10014		F Name and address of principal officer: Monique Quinn 225 Varick Street, 7th Fl., New York, NY 10014		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) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: www.audubon.org		
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1905 M State of legal domicile: NY		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: Conserve and restore natural ecosystems through education and conservation action.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	27
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	27
	5 Total number of employees (Part V, line 2a)	5	1166
	6 Total number of volunteers (estimate if necessary)	6	9000
	7a Total gross unrelated business revenue from Part VIII, line 12, column (c)	7a	2901659.
b Net unrelated business taxable income from Form 990-T, line 34	7b	-22674.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	80661418.	61583997.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8995393.	7142316.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	21072940.	2699420.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2936622.	2582352.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	113666373.	74008085.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	1202870.	1568437.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	42828761.	46498778.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	890299.	362338.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 14811083.		
Net Assets or Fund Balances	17 Other expenses (Part IX, column (A), lines 11a-11d, 11-24f)	47751065.	38286361.
	18 Total expenses - add lines 13-17 (must equal Part IX, column (A), line 25)	92672995.	86715914.
	19 Revenue less expenses. Subtract line 18 from line 12	20993378.	-12707829.
	20 Total assets (Part X, line 1b)	Beginning of Year	End of Year
21 Total liabilities (Part X, line 2e)	337695958.	289251325.	
22 Net assets or fund balances. Subtract line 21 from line 20	34442705.	33538597.	
		303253253.	255712728.

Part II Signature Block

Under penalty 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: *Monique Quinn* Signature of officer Date: **5/13/10**

Monique Quinn, CFO Title or print name and title

Preparer's signature: *Arthur G. ...* Date: **5-13-10** Check if self-employed Preparer's identifying number (see instructions): **000698411**

Preparer's name (or firm's name if self-employed), address, and ZIP + 4: **Deloitte Tax LLP**
Two World Financial Center
New York, NY 10281

EIN ▶ **13-1624102** Phone no. ▶ **(212) 436-3361**

May the IRS discuss this return with the preparer shown above? (see instructions)

Yes No

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: National Audubon Society, Inc's mission is to conserve and restore natural ecosystems, focusing on birds and other wildlife, for the benefit of humanity and the earth's biological diversity.

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.

See Schedule O for Continuation(s)

4a (Code:) (Expenses \$ 47861242, including grants of \$ 470544.) (Revenue \$ 6103893.) Field Conservation -For more than 100 years, The National Audubon Society has inspired people to enjoy, appreciate and protect the natural world. Audubon uses an integrated approach of science, policy, education and stewardship strategies to achieve its bird, wildlife and habitat conservation goals. Critical to its conservation success is engaging a growing a more diverse audience to take conservation action. Audubon engages people and implements these integrated strategies through a network of field programs including state programs, independent chapters, Audubon Centers, and Important Bird Area programs, and by working with BirdLife International partners throughout the western hemisphere.

4b (Code:) (Expenses \$ 16818008, including grants of \$ 1097893.) (Revenue \$ 4255779.) National Conservation-The National Conservation Programs include Science; Policy; Education and Centers; and the International Alliances program. The National Conservation programs support, guide and integrate the work of the field programs in achieving Audubon's bird and habitat conservation goals. They encourage the sharing of best practices; provide technical guidance and support; offer training and develop and implement high leverage conservation strategies.

The Science Program provides the underlying rigor, credibility, and guidance in developing and implementing Audubon's conservation agenda. In addition to providing oversight to coordinating the organization's Important Bird Areas Program, the Science program provided assistance

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule D.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 64679250. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	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>		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		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 hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
13 Is the organization a school as described in section 170(b)(1)(A)(iii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		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 U.S.? <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 more than \$15,000 on Part IX, column (A), line 11a? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 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
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <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 questions 24b-24d and complete Schedule K. If "No," go to question 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 Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		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, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
28. During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a. Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV		X
b. Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV		X
c. Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? 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)? If "Yes," complete Schedule R, Part V, line 2	X	
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

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1099, Annual Summary and Transmittal of U.S. Information Returns. Enter 0 if not applicable		
1a	566		
1b	Enter the number of Forms W-2G included in line 1a. Enter 0 if not applicable		
1b	0		
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		
2a	1166		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> 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	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule D	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	
4a	Canada		
	See the instructions for exceptions and filing requirements for Form TD F-9022.1, 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 its a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
5c			
6a	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?		
6b			
7	Organizations that may receive deductible contributions under section 170(c):		
7a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	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, during the year, 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	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	X	
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4968?		X
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter: N/A		
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: N/A		
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 N/A		

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

Section A. Governing Body and Management

For each "Yes" response in lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

	Yes	No
1a Enter the number of voting members of the governing body		
b Enter the number of voting members that 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 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	
9a 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?		
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990.	X	
11 Is there any officer, director or 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

	Yes	No
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? 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
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, AR, AZ, CA, CO, CT, IN, FL, GA, LA, IL, KS**
- 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: **Monique Quinn - 2129793175**
225 Varick Street, 7th Floor, New York, NY 10014

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

To complete this table for all persons required to be listed. Use Schedule J/2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter 0 in columns (D), (E), and (F) if no compensation was paid.

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Steve Beissinger Director	8.00	X					0.	0.	0.	
Carol Browner Director	8.00	X					0.	0.	0.	
Peter Cannon Jr. Director	8.00	X					0.	0.	0.	
Caroline C. Coe Director	8.00	X					0.	0.	0.	
Alan Dolan Director	8.00	X					0.	0.	0.	
Lynn Dolnick Director	8.00	X					0.	0.	0.	
Victor Emanuel Director	8.00	X					0.	0.	0.	
Margot Ernst Director	8.00	X					0.	0.	0.	
David B. Ford Director	8.00	X					0.	0.	0.	
Frank Gill Director	8.00	X					0.	0.	0.	
Ralf R. Graves Director	8.00	X					0.	0.	0.	
David B. Hartwell Director	8.00	X					0.	0.	0.	
Charles F. Kahle Director	8.00	X					0.	0.	0.	
S. Joyce King Director	8.00	X					0.	0.	0.	
Don R. McKee Director	8.00	X					0.	0.	0.	
Allen J. Model Director	8.00	X					0.	0.	0.	
Jane Kerin-Moffat Director	8.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Peggy Montano Director	8.00	X					0.	0.	0.	
Jess Morton Director	8.00	X					0.	0.	0.	
Sarah Muyskens Director	8.00	X					0.	0.	0.	
Margery Nicolson Director	8.00	X					0.	0.	0.	
Adan A. Ortega Jr. Director	8.00	X					0.	0.	0.	
George Pataki Director	8.00	X					0.	0.	0.	
Andrew Sansom Director	8.00	X					0.	0.	0.	
Lloyd Semple Director	8.00	X					0.	0.	0.	
Constantine Sidamon-Eris Director	8.00	X					0.	0.	0.	
Maria Skumanich Director	8.00	X					0.	0.	0.	
1b Total							3383132.	0.	347976.	

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 52

	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
Demar Direct 1133 N Ridge Avenue, Lombard, IL 60148	Mailing	1287592.
WC National Mailing Corporation PO Box 634260, Cincinnati, OH 45263	Mailing	775028.
Quad Graphics PO Box 930505, Atlanta, GA 31193	Mailing	653352.
Barker & Scott Consulting, LLC 1901 Quincy St. NW, Washington, DC 20011	Business Consulting	523724.
Design Group Inc 515 E.Main Street, Columbus, OH 43215	Architect	511183.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 33

See Schedule J-2 for Part VII, Section A Continuation

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 141485.				
	b Membership dues	1b				
	c Fundraising events	1c 1066662.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 7054069.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 53321781.				
	g Noncash contributions included in lines 1a-1f	674450.				
	h Total. Add lines 1a-1f	▶	61583997.			
Program Service Revenue	2 a Advertising	Business Code 541800	2621787.		2621787.	
	b Tuition Income	900099	1746674.	1746674.		
	c Admissions	900099	1149382.	1149382.		
	d Mitigation	900099	508459.	508459.		
	e List Rental	900004	319941.		211253.	
	f All other program service revenue	900099	796073.	727454.	68619.	
	g Total. Add lines 2a-2f	▶	7142316.			
	3 Investment income (including dividends, interest, and other similar amounts)	▶	7041732.			7041732.
4 Income from investment of tax-exempt bond proceeds	▶					
5 Royalties	▶	1155794.			1155794.	
Other Revenue	6 a Gross Rents	(i) Real (ii) Personal 376027.				
	b Less: rental expenses					
	c Rental income or (loss)	376027.				
	d Net rental income or (loss)	▶	376027.			376027.
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other 16865453 142863.				
	b Less: cost or other basis and sales expenses	21290968 59660.				
	c Gain or (loss)	-4425515 83203.				
	d Net gain or (loss)	▶	-4342312.	-4342312.		
	8 a Gross income from fundraising events (not including \$ 1066662. of contributions reported on line 1c). See Part IV, line 18	a 419431.				
	b Less: direct expenses	b 526025.				
	c Net income or (loss) from fundraising events	▶	-106594.	-106594.		
	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 1848394.					
b Less: cost of goods sold	b 691269.					
c Net income or (loss) from sales of inventory	▶	1157125.	1157125.			
Miscellaneous Revenue	Business Code					
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d	▶					
12 Total Revenue. Add lines 1a, 2g, 3, 4, 5, 6d, 7c, 8c, 9c, 10c, and 11e	▶	74008085.	840188.	2901659.	8682241.	

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	1465437.	1465437.		
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	103000.	103000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2723358.	1787334.	613222.	322802.
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	34302804.	27583277.	1826796.	4892731.
8 Pension plan contributions (include section 401(k) and section 408(b) employer contributions)	2354760.	1798595.	246434.	309731.
9 Other employee benefits	4239886.	3248012.	486261.	505613.
10 Payroll taxes	2877970.	2187479.	316475.	374016.
11 Fees for services (non-employees):				
a Management				
b Legal	543242.	251656.	291586.	
c Accounting	168308.		168308.	
d Lobbying	222519.	222519.		
e Professional fundraising services. See Part IV, line 17	362338.			362338.
f Investment management fees	418730.		418730.	
g Other	4179185.	2944503.	226234.	1008448.
12 Advertising and promotion	294396.	152856.	1334.	140206.
13 Office expenses	12806971.	7693602.	328445.	4784924.
14 Information technology	719258.	573053.	22393.	123812.
15 Royalties				
16 Occupancy	4398946.	3232730.	881673.	284543.
17 Travel	2074411.	1759111.	106888.	208412.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	663857.	394684.	59789.	209384.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2674206.	2378815.	246954.	48437.
23 Insurance	1143140.	1035314.	59751.	48075.
24 Other expenses. If more expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a Sanctuary Expenses	2932657.	2932657.		
b Membership Fulfillment	1305180.		705307.	599873.
c Chapter Support	1252960.	1252960.		
d Service Bureaus	964176.	606385.	133634.	224157.
e Miscellaneous	769773.	420992.	76722.	272059.
f All other expenses	754446.	654279.	8645.	91522.
25 Total functional expenses. Add lines 1 through 24f	86715914.	64679250.	7225581.	14811083.
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 88-2. 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	1174715.	1	2361375.	
	2	Savings and temporary cash investments	33902006.	2	24456257.	
	3	Pledges and grants receivable, net	11208886.	3	6784480.	
	4	Accounts receivable, net	3761971.	4	5281836.	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5		
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6		
	7	Notes and loans receivable, net		7		
	8	Inventories for sale or use	201470.	8	213325.	
	9	Prepaid expenses and deferred charges	2529634.	9	1606371.	
	10a	Land, buildings, and equipment: cost basis	10a	71956454.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D	10b	20422641.	10c	51533813.
	11	Investments - publicly traded securities	166879280.	11	140566688.	
	12	Investments - other securities. See Part IV, line 11		12		
	13	Investments - program-related. See Part IV, line 11		13		
	14	Intangible assets	25500.	14	25500.	
	15	Other assets. See Part IV, line 11	72100521.	15	56421680.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	337695958.	16	289251325.		
Liabilities	17	Accounts payable and accrued expenses	7451837.	17	7756222.	
	18	Grants payable		18		
	19	Deferred revenue	725803.	19	780407.	
	20	Tax-exempt bond liabilities		20		
	21	Escrow account liability. Complete Part IV of Schedule D	2475320.	21	1902226.	
	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		24		
25	Other liabilities. Complete Part X of Schedule D	23789745.	25	23099742.		
26	Total liabilities. Add lines 17 through 25	34442705.	26	33538597.		
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	60088671.	27	35223066.	
	28	Temporarily restricted net assets	164006005.	28	148817944.	
	29	Permanently restricted net assets	79158577.	29	71671718.	
	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	303253253.	33	255712728.		
34	Total liabilities and net assets/fund balances	337695958.	34	289251325.		

Part XI Financial Statements and Reporting

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

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

2008
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **National Audubon Society, Inc.** Employer identification number **13-1624102**

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

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

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

	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 organizations the organization supports.

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

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	62342595.	60602174.	59878200.	80661418.	61573219.	325057606
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 - 3	62342595.	60602174.	59878200.	80661418.	61573219.	325057606
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)						3763597.
6 Public support. Subtract line 5 from line 4						321294009

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	62342595.	60602174.	59878200.	80661418.	61573219.	325057606
8 Gross income from interest, dividends, payments received on securities (but is, rents, royalties, and income from similar sources	8361404.	9051976.	10425734.	9756609.	8410053.	46005776.
9 Net income from unrelated business activities, whether or not the business is regularly carried on			25822.	18433.		44255.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	175000.					175000.
11 Total support. Add lines 7 through 10						371282637
12 Gross receipts from related activities, etc. (see instructions)					12	36725085.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	86.54 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 28f	15	87.21 %
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "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 - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. <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) 2008

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) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 - 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 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
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) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 8						
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 2008 (line 8, column (f) divided by line 13, column (f))	15.		%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16.		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17.		%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18.		%

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

Schedule A (Form 990 or 990-EZ) 2008

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

2008
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

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

- Section 501(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 National Audubon Society, Inc.	Employer identification number 13-1624102
---	---

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.

See the instructions for Schedule C for details.

- | | |
|---|---------|
| 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. | ▶ \$ 0. |
| 2 Political expenditures | ▶ \$ 0. |
| 3 Volunteer hours | ▶ \$ 0. |

Part I-B To be completed by all organizations exempt under section 501(c)(3).

See the instructions for Schedule C for details.

- | | |
|---|--|
| 1 Enter the amount of any excise tax incurred by the organization under section 4955 | ▶ \$ 0. |
| 2 Enter the amount of any excise tax incurred by organization managers under section 4955 | ▶ \$ 0. |
| 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 4a Was a correction made? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| b If "Yes," describe in Part IV. | |

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).

See the instructions for Schedule C for details.

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

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grassroots lobbying)		24982.													
1b Total lobbying expenditures to influence a legislative body (direct lobbying)		405992.													
1c Total lobbying expenditures (add lines 1a and 1b)		430974.													
1d Other exempt purpose expenditures		83180513.													
1e Total exempt purpose expenditures (add lines 1c and 1d)		83611487.													
1f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1000000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1c, 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 1c.</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 1c, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1c.	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 1c, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1c.														
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.														
1g Grassroots nontaxable amount (enter 25% of line 1f)		250000.													
1h Subtract line 1g from line 1a. Enter -0- if line g is more than line a		0.													
1i Subtract line 1f from line 1c. Enter -0- if line f is more than line c		0.													
1j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount	1000000.	1000000.	1000000.	1000000.	4000000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6000000.
c Total lobbying expenditures	369103.	426028.	502059.	430974.	1728164.
d Grassroots non-taxable amount	250000.	250000.	250000.	250000.	1000000.
e Grassroots ceiling amount (150% of line 2a, column (e))					1500000.
f Grassroots lobbying expenditures	56109.	18029.	37846.	24982.	136966.

Schedule C (Form 990 or 990-EZ) 2006

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

	(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 other means?			
i Other activities? If "Yes," describe in Part IV			
j Total lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid):		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(a)(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 (line 2c total minus 3 and 4)	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 11. Also, complete this part for any additional information.

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

National Audubon Society, Inc.

Employer identification number

13-1624102

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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 certified historic structure
 Preservation of open space

2 Complete lines 2a-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 Year
2a Total number of conservation easements	25
2b Total acreage restricted by conservation easements	2672.28
2c Number of conservation easements on a certified historic structure included in (a)	0
2d Number of conservation easements included in (c) acquired after 8/17/06	0

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ 0

4 Number of states where property subject to conservation easement is located ▶ 8

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

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ 224

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ 10493.

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(b)(4)(B)(i) and section 170(b)(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, 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 ▶ \$ 823753.

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

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

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

	Amount
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 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	165120294.				
b Contributions	6461148.				
c Investment earnings or losses	-25326566.				
d Grants or scholarships	227000.				
e Other expenditures for facilities and programs	11792156.				
f Administrative expenses	2146000.				
g End of year balance	132089720.				

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

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 77.00 %
- c Term endowment 23.00 %

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

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

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land	1500.			1500.
b Buildings		39375790.	11570882.	27804908.
c Leasehold improvements		11575060.	1226172.	10348888.
d Equipment		10447501.	7625587.	2821914.
e Other		10556603.		10556603.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				51533813.

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

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

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

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

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

(a) Description	(b) Book value
Art Collection	823753.
Beneficial interest in Charitable Trusts	30163822.
Security deposits	124042.
Alternative Investments	25310063.
Total. (Column (b) should equal Form 990, Part X, col (B) line 15.) ▶	56421680.

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

(a) Description of liability	(b) Amount
Federal income taxes	
Pension and other postretirement benefit	15649828.
Deferred rent	2720552.
Obligations Under Charitable Trusts	4729362.
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.) ▶	23099742.

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

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

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 4-8		9
10	Excess or (deficit) for the year per 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 should 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	Losses reported on Form 990, Part IX, line 25	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 should 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; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

Part II, line 9: Sch D, Part II, Q 3-Number of conservation easements

modified transferred etc: None.

Sch D Part II, Q 5-Written Policy Regarding easement:The organization has an extensive easement policy which includes written documents explaining the proper procedures in acquiring and maintaining said easement. Some of the policies are: meetings with the landowners, site reviews, questionnaires to insure landowner compliance is met and annual

Part XIV Supplemental Information (continued)

inspections, dedicate staff and Board approval of significant items.

Schedule D Part II, Q 9 Reported in Financial Statements: The organizations records the acquisition of easements and sanctuaries as property purchased at a nominal value.

Part IV, line 2b: Audubon reports on this return's Balance Sheet (Part X, line 21) \$294,781 in Agency Funds held for other nonprofit organizations. Also included in line 21 is \$1,607,445 in funds held for employees and former employees of Audubon related to a deferred compensation plan to which funds are no longer being contributed.

Part V, line 4: The endowment funds are donor-restricted funds held in perpetuity. The Board designates a budgeted spending limit of 5 per cent of the average three year market value. These funds are used to further the company's goals of conservation and restoration of our natural ecosystems.

**Schedule F
(Form 990)**

Statement of Activities Outside the United States

GMR No. 1545-NM/T

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

National Audubon Society, Inc.

13-1624102

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

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 For grantmakers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.
- 3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
Central America	0	0	Grantmaking		64000.
South America	0	0	Grantmaking		36000.
Europe	0	0	Grantmaking		3000.
Totals					104000.

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

Schedule F (Form 990) 2008

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			Central America/Europe	Conservation	36000	Cash Payment	0		Not applicable
			South America	Conservation	30000	Cash Payment	0		Not applicable
			South America	Conservation	6000	Cash Payment	0		Not applicable
			Central America	Conservation	31000	Cash Payment	0		Not applicable

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

3 Enter total number of other organizations or entities

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

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

Part 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	
		CT Gala (event type)	Woman/Conser- vation (event type)	26 (total number)	(Add col. (a) through col. (c))	
Revenue	1	Gross receipts	512661.	213035.	1248583.	1974279.
	2	Less: Charitable contributions	467661.	187665.	409586.	1064912.
	3	Gross revenue (line 1 minus line 2)	45000.	25370.	838997.	909367.
Direct Expenses	4	Cash prizes				
	5	Non-cash prizes				
	6	Rent/facility costs				
	7	Other direct expenses	139322.	160780.	231508.	531610.
	8	Direct expense summary. Add lines 4 through 7 in column (d)				531610.
	9	Net income summary. Combine lines 3 and 8 in column (d)				377757.

Part III Gaming. 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.

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

- 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: _____
- 10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?
 b If "Yes," Explain: _____
- 11 Does the organization operate gaming activities with nonmembers?
 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
9a		
10a		
11		
12		

13 Indicate the percentage of gaming activity operated in:

13a	%
13b	%

- a The organization's facility _____
- b An outside facility _____

14 Provide 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:

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

17a

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.

OMB No. 1545-0047

2008

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

Open to Public
Inspection

Name of the organization

National Audubon Society, Inc.

Employer identification number
13-1624102

Part I General information on grants and assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantee's 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.

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
Wincham County's Waste Alternative Office - PO Box 1188 - Saineville, PA 12602	59-6000501		8000	0	Not applicable		Conservation
Atchafalaya Basinkeeper Inc, 162 Croydon Ave Baton Rouge, LA 70806	51-0525541	501(c)(3)	40000	0	Not applicable		Conservation
Atlanta Audubon Society PO Box 29189 Atlanta, GA 30359	58 1834323	501(c)(3)	39520	0	Not applicable		Conservation
Audubon Miami Valley PO Box 556 Oxford, OH 45048	51-0896392	501(c)(3)	5600	0	Not applicable		Conservation
Audubon Society of Central Oklahoma 5505 NW 66th Oklahoma City, OK 73132	73-1190646	501(c)(3)	5600	0	Not applicable		Conservation
Audubon Society of Northern Virginia 4022 Bussey Road Alexandria, VA 22001	51-0246325	501(c)(3)	81250	0	Not applicable		Conservation

2 Enter total number of section 501(c)(3) and government organizations **72**

3 Enter total number of other organizations **0**

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' on Form 990, Part IV, line 22. Use 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: The program department is responsible for selecting the recipients of the grants. A grant agreement is created between National Audubon Society and the grantee. Grantees are required to submit financial and program reports on a timely basis. Grantees are also required to participate in an evaluation process. Grantees are trained in program requirements which have clearly stated guidelines.

SCHEDULE I-1
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for
 Part II and Part III, Schedule I (Form 990).

CAR No. 1560007
2008

Open to Public
Inspection

Name of the organization

National Audubon Society, Inc.

Employer identification number
13-1624102

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
Audubon Society of Portland 5151 SW Cornell Road Portland, OR 97120	91-6026088	501(c)(3)	12500.	0.	Not applicable		Conservation
Audubon Society of the Everglades PO Box 15914 West Palm Beach, FL 33416	59-6019854	501(c)(3)	12000.	0.	Not applicable		Conservation
Audubon Society of Western Pennsylvania - 514 Doreysville Road - Pittsburgh, PA 15238	25-1924559	501(c)(3)	44283.	0.	Not applicable		Conservation
Brevard County Audubon Society Inc 10871 W. Clairmont Circle Tamarac, FL 33321	59-6196117	501(c)(3)	12600.	0.	Not applicable		Conservation
Benton Soil Water Conservation District 305 W F Street, I Corvallis, OR 97333	93-1077051		3000.	0.	Not applicable		Conservation
Black Bear Conservation Committee PO Box 80482 Baton Rouge, LA 70898	72-1243486	501(c)(3)	40000.	0.	Not applicable		Conservation
Buffalo Audubon Society 1610 Welch Road North Java, NY 14013	46-6088760	501(c)(3)	6800.	0.	Not applicable		Conservation
Burroughs Audubon Society of Greater Kansas City - 525 East 54th St - Kansas City, MO 64110	23-7211916	501(c)(3)	12000.	0.	Not applicable		Conservation

2. Enter total number of Section 501(c)(3) and government organizations

3. Enter total number of other organizations

SCHEDULE I-1
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
Attach to Form 990 to list additional information for
Part II and Part III, Schedule I (Form 990).

OMB No. 1545-0047
2008

Open to Public
Inspection

Name of the organization

National Audubon Society, Inc.

Employer identification number
13-1624102

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part I)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
California League of Conservation Voters Education Fund - 350 Frank H. Ogawa Plaza Suite 1100 Oakland, CA 94612	24-2222552	501(c)(13)	8100	0	Not applicable		Conservation
Cape Arago Audubon Society 723 7th Terrace Good Bay, OR 97420	93-0830732	501(c)(13)	8000	0	Not applicable		Conservation
Cape Fear River Watch 617-Surry Street Wilmington, NC 28401	58-2121884	501(c)(13)	9000	0	Not applicable		Conservation
Chesapeake Bay Trust 88 West Street Suite 405 Annapolis, MD 21401	52-1484182	501(c)(13)	10776	0	Not applicable		Conservation
Clemson University 100 Brackett Hall Clemson, SC 29634	57-6002254	501(c)(13)	8000	0	Not applicable		Conservation
Coalition to Restore Coastal Louisiana 6160 Perkins Road Ste 225 Baton Rouge, LA 70808	72-1115589	501(c)(13)	12480	0	Not applicable		Conservation
Department of Environmental Protection 3900 Commonwealth Blvd Tallahassee, FL 32399	59-6007353		15000	0	Not applicable		Conservation
Friends of the Nature Wildlife Refuge of Rhode Island 50 Bead Road Charlestown, RI 02813	05-0497508	501(c)(13)	8000	0	Not applicable		Conservation

2 Enter total number of Section 501(c)(3) and government organizations

3 Enter total number of other organizations

**SCHEDULE I-1
(Form 990)**

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for
 Part II and Part III, Schedule I (Form 990).

OMB No. 1545-0047
2008

Open to Public
Inspection

Name of the organization

Employer identification number
13-1624102

National Audubon Society, Inc.

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990) Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
Girl Scouts of Black Hawk Council Inc. - 2710 Ski Lane - Madison, WI 53713	39-0808331	501(c)(3)	8000.	0.	Not applicable		Conservation
Golden Gate Audubon Society Inc 4530 Red Pablo Avenue Suite G Berkeley, CA 94702	94-6088896	501(c)(3)	64500.	0.	Not applicable		Conservation
Greater Ozarks Audubon Society PO Box 3331 Springfield, MO 65808	41-1730027	501(c)(3)	37582.	0.	Not applicable		Conservation
Hartford Audubon Society PO Box 270207 West Hartford, CT 06127	23-1118929	501(c)(3)	5100.	0.	Not applicable		Conservation
Holston River Soil and Water Conservation District 431 Commerce Dr - Abingdon, VA 24211	54-1186055		9000.	0.	Not applicable		Conservation
Labonca Audubon Society PO Box 2304 Zeno, NY 85505	23-7161150	501(c)(3)	15000.	0.	Not applicable		Conservation
Lehigh Valley Audubon Society PO Box 290 Ebensburg, PA 16049	23-2274007	501(c)(3)	5200.	0.	Not applicable		Conservation
Lease Conservation Foundation PO Box 249 Myakka City, FL 34251	59-3399549	501(c)(3)	8000.	0.	Not applicable		Conservation

2. Enter total number of Section 501(c)(3) and government organizations

3. Enter total number of other organizations

632241 12-17-08 LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Name of the organization: **National Audubon Society, Inc.**
 Employer identification number: **13-1624102**

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part I)							
(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
Livermore Area Recreation and Park District - 444 East Avenue - Livermore, CA 94550	94-000849	501(c)(2)	8000.	0.	Not applicable		Conservation
Los Angeles Audubon Society PO Box 931057 Los Angeles, CA 90093.	95-8093704	501(c)(3)	8400.	0.	Not applicable		Conservation
Louisiana State University Office of Accounting Services Baton Rouge, LA 70803	72-5000848	501(c)(3)	20000.	0.	Not applicable		Conservation
Madison Audubon Society 223 S Hamilton Street, Suite 3 Madison, WI 53703	39-1393389	501(c)(3)	12600.	0.			Conservation
Maine Audubon Society 20 Gillsland Farm Road Falmouth, ME 04105	01-0248780	501(c)(3)	67117.	0.			Conservation
Manatee County Audubon Society PO Box 14550 Bradenton, FL 34280	59-2562597	501(c)(3)	7000.	0.			Conservation
Massachusetts Audubon Society 108 South Great Road Lincoln, MA 01773	04-2104702	501(c)(3)	8000.	0.			Conservation
Menominee Coast Audubon Society PO Box 2297 Port Bragg, CA 95437	31-1578005	501(c)(3)	15650.	0.			Conservation

Name of the organization: **National Audubon Society, Inc.** Employer identification number: **13-1624102**

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part I.)									
(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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		
Midwest Tallgrass Prairie Alliance PO Box 2026 Joliet, IL 60434	35-4138981	501(c)(3)	8000.	0.			Conservation		
Montana Audubon Society PO Box 595 Helena, MT 59624	81-0412510	501(c)(3)	35000.	0.			Conservation		
Morro Coast Audubon Society PO Box 1507 Morro Bay, CA 93441	83-7165921	501(c)(3)	7000.	0.			Conservation		
Save Solano Audubon Society 1234 Third Avenue Sapa, CA 94558	94-2375760	501(c)(3)	15000.	0.			Conservation		
National Parks and Conservation Association PO Box 97202 Washington, DC 20077	53-0225165	501(c)(3)	8000.	0.			Conservation		
National Resources Conservation Center 430 G Street #154 Davis, CA 95616	72-0568834		20000.	0.			Conservation		
New York City Audubon Society 71 West 23 St Ste 1523 New York, NY 10010	33-3057954	501(c)(3)	55266.	0.			Conservation		
Pilchuck Audubon Society 1429 Ave D 198 Shobomush, WA 98290	91-6183664	501(c)(3)	9000.	0.			Conservation		

Name of the organization: **National Audubon Society, Inc.** Employer identification number: **13-1624102**

Part I	Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II)	(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
		Prospect Park Alliance 95 Prospect Park West Brooklyn, NY 11215	11-2843763	501(c)(3)	255477	0			Conservation
		Rain 1840 Wilson Blvd Ste 204 Arlington, VA 22201	21-7380563	501(c)(3)	47500	0			Conservation
		River Center Foundation PO Box 2450 Sequoia, MA 08382	91-1612949	501(c)(3)	5600	0			Conservation
		San Diego Audubon Society 4010 Morone Blvd Ste 100 San Diego, CA 92117	95-6100271	501(c)(3)	12600	0			Conservation
		Seattle Audubon Society 1111 East Brown Deer Road Milwaukee, WI 53217	39-1231819	501(c)(3)	7692	0			Conservation
		Seattle Audubon Society 8050 35th Ave Seattle, WA 98115	91-6009716	501(c)(3)	13677	0			Conservation
		Sequoia Audubon Society PO Box 620293 Woodside, CA 94062	94-6092953	501(c)(3)	11000	0			Conservation
		St Johns County Audubon County 500 San Sebastian View St. Augustine, FL 32084	95-3329771	501(c)(3)	8000	0			Conservation

2 Enter total number of Section 501(c)(3) and government organizations
 3 Enter total number of other organizations

312241 12-11-08 LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I-1 (Form 990) 2008

SCHEDULE I-1
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedules I (Form 990)
Attach to Form 990 to list additional information for
Part II and Part III, Schedule I (Form 990).

OMB No. 1545-0047
2008
Open to Public
Inspection

Name of the organization

National Audubon Society, Inc.

Employer identification number
13-1624102

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
St. Louis Audubon Society 2728 Lakewood Drive Maryland Heights, MO 63043	83-6052051	501(c)(3)	5600.	0.			Conservation
St. Paul Audubon Society PO Box 7275 St. Paul, MN 55107	23-7424404	501(c)(3)	7000.	0.			Conservation
St. Petersburg Audubon Society PO Box 49087 St. Petersburg, FL 33741	59-6134980	501(c)(3)	1265.	0.			Conservation
Tahoe Audubon Society 2917 Morrison Road West University Place, WA 98466	23-7450873	501(c)(3)	21743.	0.			Conservation
The Evergreen Naturalists Audubon Society - PO Box 521 - Evergreen, CO 80437	51-0154193	501(c)(3)	5600.	0.			Conservation
The Nature Conservancy PO Box 4125 Baton Rouge, LA 70821	53-0242652	501(c)(3)	10000.	0.			Conservation
The Quivira Coalition 1413 Second St Suite 1 Santa Fe, NM 87505	31-1551770	501(c)(3)	8000.	0.			Conservation
The Virginia Audubon Council 3101 Ashdown Blvd Richmond, VA 23235	54-1698425	501(c)(3)	5600.	0.			Conservation

2. Enter total number of Section 501(c)(3) and government organizations

3. Enter total number of other organizations

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for Part II and Part III, Schedule I (Form 990).

Employer identification number
 13-1624102

Name of the organization: **National Audubon Society, Inc.**

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part I.)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
Travis Audubon Society PO Box 40787 Austin, TX 78704.	74-6046917	501(c)(3)	17600.	0.			Conservation
Tucson Audubon Society 300 East University Blvd Tucson, AZ 85705	85-6053779	501(c)(3)	24600.	0.			Conservation
Tulsa Audubon Society 11224 S 83 E Ave Sisby, OK 74908	73-1069723	501(c)(3)	20600.	0.			Conservation
University of Southern Indiana 9600 University Blvd Evansville IN 47717	35-1708176	501(c)(3)	8000.	0.			Conservation
University of Vermont and State Agricultural College - 340 Waterman Bldg, 95 S Prospect St Burlington, VT 05403	03-0179440	501(c)(3)	8000.	0.			Conservation
Verde 5135 NE Columbia Blvd Portland, OR 97218	20-3605723	501(c)(3)	8000.	0.			Conservation
Virginia Polytechnic Institute and State University 1880 Pratt Drive Suite 2006 - Blacksburg, VA 24060	54-6001805		8000.	0.			Conservation
Webbsh Valley Audubon Society 1122 S Center Street Tulare, CA 97302	21-7212510	501(c)(3)	5600.	0.			Conservation

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2008

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

National Audubon Society, Inc.

Employer identification number

13-1624102

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input 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:

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.
 For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (j).
 Do not list any individuals that are not listed on Form 990, Part VII.

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation				(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation	(iv) Other compensation				
Michelle Scott	190627.	0.	0.	0.	3800.	439.	194866.	0.
John Flicker	308854.	0.	0.	0.	21186.	7720.	337760.	0.
Joseph DeMarco	175070.	0.	0.	0.	3500.	439.	179009.	0.
Betsy Loyless	165533.	0.	0.	0.	11510.	7685.	184728.	0.
Monique Quinn	188185.	0.	0.	0.	12892.	11959.	213036.	0.
Les Corey	174030.	0.	0.	0.	13208.	7685.	194923.	0.
Judy Braus	165013.	0.	0.	0.	11262.	4377.	180652.	0.
Philip B. Kavits	173612.	0.	0.	0.	11328.	403.	185343.	0.
Tom Bancroft	163269.	0.	0.	0.	6680.	4377.	174326.	0.
Robert Perciasepe	246692.	0.	0.	0.	17593.	4413.	268698.	0.
John Byrne	211919.	0.	0.	0.	9082.	243.	221244.	0.
Glenn Olson	212818.	0.	45003.	0.	81741.	7665.	347227.	0.
Gregory Licciardi	133283.	68225.	0.	0.	9293.	11928.	222729.	0.
Denise Scelzo	173463.	0.	0.	0.	12191.	4413.	190067.	0.
David Anderson	165282.	0.	0.	0.	11628.	4377.	181287.	0.
Larry Haskell	193763.	0.	0.	0.	9161.	3953.	206877.	0.
	0.	0.	0.	0.	0.	0.	0.	0.

SCHEDULE J-2
(Form 990)

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the Organization

National Audubon Society, Inc.

Employer identification number
13-1624102

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Michael Stolper Director	8.00	X					0.	0.	0.	
Virginia Stowe Director	8.00	X					0.	0.	0.	
B. Holt Thrasher Chair, Director	8.00	X					0.	0.	0.	
John Whittle Director	8.00	X					0.	0.	0.	
Alan Wilson Director	8.00	X					0.	0.	0.	
Roger Wolf Director	8.00	X					0.	0.	0.	
William P. Yellowtail Director	8.00	X					0.	0.	0.	
Alex Zagoreos Director	8.00	X					0.	0.	0.	
Steve Zimmerman Director	8.00	X					0.	0.	0.	
Michelle Scott VP, General Counsel	40.00			X			190627.	0.	4239.	
John Flicker President	40.00			X			308854.	0.	28906.	
Daniel Rutberg VP, CIO	40.00			X			101888.	0.	3902.	
Joseph DeMarco VP, Human Resources	40.00			X			175070.	0.	3939.	
Betsy Loyless Senior VP, Public Policy	40.00			X			165533.	0.	19195.	
Monique Quinn Chief Financial Officer	40.00			X			188185.	0.	24851.	
Les Corey Chief Field Operations O	40.00			X			174030.	0.	20893.	
Judy Braus VP, Centers and Educatio	40.00			X			165013.	0.	15639.	
Philip B. Kavits VP, Marketing and Comm.	40.00			X			173612.	0.	11731.	
Craig Lee VP, Intn'l Alliances	40.00			X			116479.	0.	15906.	
Tom Bancroft VP, Conservation Plannin	40.00			X			163269.	0.	11057.	

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

Schedule J-2 (Form 990) 2008

**SCHEDULE M
(Form 990)**

NonCash Contributions

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

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

2008
Open to Public
Inspection

▶ Attach to Form 990.

Name of the organization

National Audubon Society, Inc.

Employer identification number

13-1624102

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles	X	1	21156	Fair Market Value
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	77	653294	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				
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

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
31	X	
32a	X	
33		

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 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) 2008

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No. 1545-0047

2008
Open to Public
Inspection

Name of the organization

National Audubon Society, Inc.

Employer identification number

13-1624102

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

Through its science and conservation programs, Audubon has now identified 2,234 Important Bird Areas in 46 states and is working through its network of field programs to develop and implement conservation actions at many of these sites. Audubon celebrated the opening of the Trinity River Audubon Center in Dallas, Texas and Seward Park Environmental and Audubon Center in Seattle, Washington adding to the network of close to 40 Audubon Centers across the country. Local education and outreach programs combined with efforts to enlist grassroots support for important policy initiatives reached more than 900,000 people and a total of 10,000 people volunteered their time to further Audubon's mission.

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

in conservation planning, ecological analysis, environmental sciences, bird migration studies and coordinated the efforts of 60,000 citizen scientists as part of Audubon's Christmas Bird Count.

The Policy Program provided guidance and support to Audubon's field offices in advocating for local and state level environmental and educational policy initiatives. With staff skilled in grassroots organizing, advocacy and communications, the Policy Program also supported state and multi-state conservation efforts to protect and restore large ecosystems such as the Everglades, the Mississippi River, Long Island Sound, and the Sage Brush Ecosystem. Key policy initiatives also included protecting forest ecosystems, strengthening

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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OMB No. 1545-0047

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Name of the organization

National Audubon Society, Inc.

Employer identification number
13-1624102

the national wildlife refuge system, protecting endangered species, restoring and protecting wetlands, and protecting key bird habitat across the country.

The Education and Centers Program coordinated and provided assistance for the network of Audubon Centers and worked with field staff in the planning and delivery of innovative projects, fellowship programs and education materials. Educational programs are designed to produce both short and long-term on-the-ground conservation outcomes. Audubon Centers are a central strategy for meeting one of Audubon's goals to engage a diverse and growing constituency for conservation.

Communications and outreach efforts support Audubon's conservation mission and provide educational information through publications and content on the Web-site (www.Audubon.org). Audubon's award winning magazine which covers environmental conservation and wildlife issues represents the majority of Audubon's publication expenses.

Form 990, Part VI, Section A, line 6: The organization has over 400,000 members.

Form 990, Part VI, Section A, line 7a: The members of the Board of Directors are elected by the members of the organization. Of the three staggered classes of 13 Directors each, three-fourths are nominated by the Board of Directors and one-fourth by affiliates in their respective regions of the United States.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

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2008

Open to Public Inspection

Name of the organization

National Audubon Society, Inc.

Employer identification number
13-1624102

Form 990, Part VI, Section A, line 10: Form 990 is provided to the Audit and Ethics Committee of the Board of Directors for review and comment prior to filing.

Form 990, Part VI, Section B, Line 12c: National Audubon Society requires annual disclosure of conflicts and certification of compliance by Board members and officers.

Information forms for contracts with service providers and vendors require disclosure, by employees involved in arranging the contract, of conflicts of interest due to relationships of employees, officers or Directors with the providers or vendors.

Form 990, Part VI, Section B, Line 15: The Vice President for Human Resources and the HRIS/Compensation Analyst periodically review salary surveys provided by various compensation professionals and organizations. These surveys provide compensation data for various positions based upon the size of the organization including the size of its budget and the number of employees working in the organization. For the CEO as well as for other senior level positions we review the PRM Consulting Group's Annual Management Compensation Report for not-for-profit organizations. From this we obtain salary data for the mean, median, 25th and 75th percentiles for each position. We also review the Guide Star Compensation Report which provides similar data based upon 990's filed with the IRS. The Vice President for Human Resources reports this information

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

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

National Audubon Society, Inc.

Employer identification number

13-1624102

regularly to the CEO and periodically to the National Board.

Form 990, Part VI, Line 17, List of States receiving copy of Form 990:

AK, AR, AZ, CA, CO, CT, IN, FL, GA, LA, IL, KS, KY, 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

Form 990, Part VI, Section C, Line 19: The applicable documents are available on the company's web site and in some cases "Guidestar's" web site.

Part XI, Question 2b

The filer is included in consolidated financial statements with its wholly owned subsidiary, Reinecke Fuchs, Inc., which are audited by an independent accountant. The filer has a committee that assumes responsibility for the oversight of the audit and the selection of an independent accountant.

Schedule D, Part X

Financial Statement footnote for FIN 48

The filer was not subject to FIN 48 for the applicable period.

The filer is currently evaluating its FIN 48 position and will be implementing it for the fiscal year ending June 30, 2010.

Form 8621

PFIC-Scottwood Fund, Ltd.-Statement Regarding Unrelated Business Income

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

Schedule O (Form 990) 2008

832211
12-13-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

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Name of the organization

National Audubon Society, Inc.

Employer identification number
13-1624102

501(c)(3) Organization with no unrelated business income generated from this partnership.

Form 8621

PFIC-Seasons Core Fund, Ltd.-Statement Regarding Unrelated Business Income

501(c)(3) Organization with no unrelated business income generated from this partnership.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047

2008
Open to Public Inspection

Name of the organization

National Audubon Society, Inc.

Employer identification number
13-1624102

Part I Identification of Disregarded Entities

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

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
National Audubon Society of Coastal Connecticut 23-7245358, 225 Varick Street 7th Fl, New York, NY 10014	Land Holding	Connecticut	501(c)(3)	170(b)(1)(A)(v)(M/A)	
National Audubon Society of Sharon Inc. 23-7245359, 225 Varick Street 7th Fl, New York, NY 10014	Land Holding	Connecticut	501(c)(3)	170(b)(1)(A)(v)(M/A)	
Lincoln Audubon Society 51-0196442 225 Varick Street 7th Fl New York, NY 10014	Land Holding	Maize	501(c)(3)	170(b)(1)(A)(v)(M/A)	
The National Audubon Society of Greenwich Inc 23-7245358, 225 Varick Street 7th Fl, New York, NY 10014	Land Holding	Connecticut	501(c)(3)	170(b)(1)(A)(v)(M/A)	

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

Schedule R (Form 990) 2008

Part III Identification of Related Organizations Taxable as a Partnership

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

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

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
Reibecke Fuchs, Inc., - 51-0093315 225 Varick St., 7th Fl., NY, NY 10014	Real Property	FL	N/A	C CORP	4071.	437004.	100%

Part V Transactions With Related Organizations

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

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, (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(s)	(B) Transaction type (a-r)	(C) Amount involved
1) Reinecke Fuchs, Inc.	N	D.
2)		
3)		
4)		
5)		
6)		

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

OMB No. 1545-0047

Attachment
Sequence No. 69

▶ See separate instructions.

Name of shareholder National Audubon Society, Inc.	Identifying number (see page 2 of instructions) 13-1624102
Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions.) 225 Varick Street, 7th Floor	Shareholder tax year (calendar year) <input type="checkbox"/> or other tax year beginning JUL 1 2008 and ending JUN 30 2009
City or town, state, and ZIP code or country New York, NY 10014	
Check type of shareholder filing the return: <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate	
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) Scottwood Fund, Ltd. c/o No UBIT Generated, Alternative Investments Institutional, L.P.	Employer identification number (if any) 52-2071690
Address (Enter number, street, city or town, and country.) 2960 Post Road Southport, CT 06890	Tax year of company or fund; calendar year 2008 or other tax year beginning and ending

Part I Elections (See instructions.)

- A** **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 1a through 2c of Part II.
- B** **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 10f of Part IV.
- C** **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 10e of Part IV.
- D** **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 3a through 4c of Part II to calculate the tax that may be deferred. *Note: If any portion of line 1a or line 2a of Part II is includable under section 551 or 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.*
- E** **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1279(a) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 10f of Part IV.
- F** **Election to Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1206(a). Complete Part III.

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1 a Enter your pro rata share of the ordinary earnings of the QEF	1a			
b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b			
c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income				1c
2 a Enter your pro rata share of the total net capital gain of the QEF	2a			
b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b			
c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)				2c
3 a Add lines 1c and 2c				3a
b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b			
c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c			
d Add lines 3b and 3c				3d
e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets). <i>Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includable in income under section 551 or 951, you may make Election D with respect to the amount on line 3a.</i>				3e
4 a Enter the total tax for the tax year. (See instructions.)	4a			
b Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b			
c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions.				4c

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	
8	Enter any unreversed inclusions (as defined in section 1296(d)). See instructions	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Disposition of Stock of a Section 1291 Fund (See page 6 of instructions.)
Complete a separate Part IV for each excess distribution (see instructions).

10 a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.)	10c	
d	Multiply line 10c by 125% (1.25)	10d	
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11	10f	206533.
11 a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year.		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections
Complete a separate column for each outstanding election. Complete lines 8 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1 Tax year of outstanding election						
2 Undistributed earnings to which the election relates						
3 Deferred tax						
4 Interest accrued on deferred tax (line 3) as of the filing date						
5 Event terminating election						
6 Earnings distributed or deemed distributed during the tax year						
7 Deferred tax due with this return						
8 Accrued interest due with this return						
9 Deferred tax outstanding after partial termination of election						
10 Interest accrued after partial termination of election						

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

▶ See separate instructions.

Name of shareholder

National Audubon Society, Inc.

Identifying number (see page 2 of instructions)

13-1624102

Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions.)

225 Varick Street, 7th Floor

Shareholder tax year: calendar year
JUL 1 2008 and ending
or other tax year beginning
JUN 30 2009

City or town, state, and ZIP code or country

New York, NY 10014

Check type of shareholder filing the return: Individual Corporation Partnership S Corporation Nongrantor Trust Estate

Name of passive foreign investment company (PFIC) or qualified electing fund (QEF)
Seasons Core Fund, Ltd./c/o No UBIT Generated Alternative Investments Institutional, L.P.

Employer identification number (if any)

52-2071690

Address (Enter number, street, city or town, and country.)

**2960 Post Road
Southport, CT 06890**

Tax year of company or fund: calendar year **2008** or other tax year beginning and ending

Part I Elections (See instructions.)

- A** **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 1a through 2c of Part II.
- B** **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 10f of Part IV.
- C** **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 10a of Part IV.
- D** **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 3a through 4c of Part II to calculate the tax that may be deferred. Note: If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- E** **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1279(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits, deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 10f of Part IV.
- F** **Election to Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1295(e). Complete Part III.

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1 a	Enter your pro rata share of the ordinary earnings of the QEF	1a		1c
b	Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b		
c	Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income			
2 a	Enter your pro rata share of the total net capital gain of the QEF	2a		2c
b	Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b		
c	Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)			
3 a	Add lines 1c and 2c			3a
b	Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b		3d
c	Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c		
d	Add lines 3b and 3c			
e	Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets). Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.			3e
4 a	Enter the total tax for the tax year (See instructions.)	4a		4c
b	Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b		
c	Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions.			

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	
8	Enter any unreversed inclusions (as defined in section 1296(d)). See instructions	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Disposition of Stock of a Section 1291 Fund (See page 6 of instructions.)
Complete a separate Part IV for each excess distribution (see instructions).

10 a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions, reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.)	10c	
d	Multiply line 10c by 125% (1.25)	10d	
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11	10f	69904.
11 a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections
Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1 Tax year of outstanding election						
2 Undistributed earnings to which the election relates						
3 Deferred tax						
4 Interest accrued on deferred tax (line 3) as of the filing date						
5 Event terminating election						
6 Earnings distributed or deemed distributed during the tax year						
7 Deferred tax due with this return						
8 Accrued interest due with this return						
9 Deferred tax outstanding after partial termination of election						
10 Interest accrued after partial termination of election						

Return by a U.S. Transferor of Property to a Foreign Corporation

CMB No. 1549-0206

Attachment
 Sequence No. **128**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor

Identifying number (see instructions)

National Audubon Society, Inc.

13-1624102

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

Yes No

b Did the transferor remain in existence after the transfer?

Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basic adjustments under section 967(a)(5) been made?

Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

b Did the partner pick up its pro-rata share of gain on the transfer of partnership assets?

Yes No

c Is the partner disposing of its entire interest in the partnership?

Yes No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

4 Identifying number, if any

Alternative Investments Institutional MasterFund Ltd.

N/A

5 Address (including country)

Admiral Financial Center, PO Box 32021 SMB
 Grand Cayman Cayman Islands

6 Country code of country of incorporation or organization

CJ

7 Foreign law characterization (see instructions)

8 Is the transferee foreign corporation a controlled foreign corporation?

Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	01/01/2008		902880.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.00 % (b) After 3.24 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(f)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

• If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization National Audubon Society, Inc.	Employer identification number 13-1624102
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 225 Varick Street, 7th Floor	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10014	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

Monique Quinn

• The books are in the care of ▶ **225 Varick Street, 7th Floor - New York, NY 10014**
Telephone No. ▶ **2129793175** FAX No. ▶ **(212)979-3160**

• 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **February 15, 2010** to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year or
▶ tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	-	\$	
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c Balance Due. Subtract line 3b from line 3a. 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.	3c	\$	N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

JNA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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 kind of organization	Name of Exempt Organization National Audubon Society, Inc.	Employer identification number 13-1624102
	Number, street, and room or suite no. If a P.O. box, see instructions. 225 Varick Street, 7th Floor	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10014	

Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 9970
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 5069	

TOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

Monique Quinn

The books are in the care of **225 Varick Street, 7th Floor - New York, NY 10014**
Telephone No. **2129793175** FAX No. **(212)979-3160**

If the organization does not have an office or place of business in the United States, check this box

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

I request an additional 3-month extension of time until **May 15, 2010**
For calendar year _____, or other tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

State in detail why you need the extension
Additional time is needed in which to file a complete and accurate return.

a. If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 5069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	
b. If this application is for Form 990-PF, 990-T, 4720, or 5069, 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 **[Signature]** Title **VP, Controller** Date **1/29/10**

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

A For the 2007 calendar year, or tax year beginning **JUL 1, 2007** and ending **JUN 30, 2008**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization National Audubon Society, Inc.		D Employer identification number 13-1624102
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 225 Varick Street, 7th Floor		E Telephone number (212) 979-3172
		City or town, state or country, and ZIP + 4 New York, NY 10014		F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

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

G Website: **www.audubon.org**

J Organization type (check only one) 501(c) (3) (insert no.) 4947(a)(1) or 527

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

H and I are not applicable to section 527 organizations.
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates **N/A**
H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Group Exemption Number **2376**

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **139386735.**

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

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

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Contributions to donor advised funds	1a			
	b Direct public support (not included on line 1a)	1b		63090282.	
	c Indirect public support (not included on line 1a)	1c		126069.	
	d Government contributions (grants) (not included on line 1a)	1d		17445067.	
	e Total (add lines 1a through 1d) (cash \$ 79279399. noncash \$ 1382019.)	1e			80661418.
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			8995393.
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4			482558.
	5 Dividends and interest from securities	5			7431646.
	6 a Gross rents See Statement 1	6a		388168.	
	b Less: rental expenses	6b			
c Net rental income or (loss). Subtract line 6b from line 6a	6c			388168.	
7 Other investment income (describe Income from Partnerships)	7			1829474.	
8 a Gross amount from sales of assets other than inventory	(A) Securities	8a	31478549.	(B) Other	3975183.
		8b	24078604.		45866.
		8c	7399945.		3929317.
	d Net gain or (loss). Combine line 8c, columns (A) and (B) Stmt 2	8d		Stmt 3	11329262.
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	a Gross revenue (not including \$ 1471008. of contributions reported on line 1b)	9a	395008.		
	b Less: direct expenses other than fundraising expenses	9b	668224.		
	c Net income or (loss) from special events. Subtract line 9b from line 9a See Statement 4	9c			-273216.
10 a Gross sales of inventory, less returns and allowances		10a	2307274.		
	b Less: cost of goods sold Statement 6	10b	927668.		
	c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a Stmt 5	10c			1379606.
11 Other revenue (from Part VII, line 103)	11			1442064.	
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12			113666373.	
Expenses	13 Program services (from line 44, column (B))	13			71156542.
	14 Management and general (from line 44, column (C))	14			6045283.
	15 Fundraising (from line 44, column (D))	15			15471170.
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses. Add lines 16 and 44, column (A)	17			92672995.
Net Assets	18 Excess or (deficit) for the year. Subtract line 17 from line 12	18			20993378.
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19			304183158.
	20 Other changes in net assets or fund balances (attach explanation) See Statement 7	20			-21923283.
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21			303253253.

Part II Statement of Functional Expenses

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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ 0 noncash \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>			Statement 9	Statement 10
22b Other grants and allocations (attach schedule) (cash \$ 1202870 noncash \$ 0) If this amount includes foreign grants, check here <input checked="" type="checkbox"/>	1202870.	1202870.		
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	2646222.	1609154.	722481.	314587.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	70222.	0.	70222.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	32754523.	27249026.	1054293.	4451204.
27 Pension plan contributions not included on lines 25a, b, and c	2745089.	2308100.	45600.	391389.
28 Employee benefits not included on lines 25a - 27	4612705.	3658056.	335120.	619529.
29 Payroll taxes	2568120.	2036620.	186578.	344922.
30 Professional fundraising fees	890299.			890299.
31 Accounting fees	127937.		127937.	
32 Legal fees	282934.	79134.	203800.	
33 Supplies	1984858.	1777388.	91806.	115664.
34 Telephone	1018655.	803139.	120398.	95118.
35 Postage and shipping	3102531.	383849.	55322.	2663360.
36 Occupancy	4217752.	3071123.	920099.	226530.
37 Equipment rental and maintenance	1632202.	1507221.	85291.	39690.
38 Printing and publications	6361627.	3451999.	9061.	2900567.
39 Travel	2144185.	1823125.	78711.	242349.
40 Conferences, conventions, and meetings	801228.	494870.	79286.	227072.
41 Interest				
42 Depreciation, depletion, etc. (attach schedule)	2323452.	2013715.	262044.	47693.
43 Other expenses not covered above (itemize):				
a				
b				
c				
d				
e				
f				
g See Statement 8	21185584.	17687153.	1597234.	1901197.
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	92672995.	71156542.	6045283.	15471170.

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

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;
 (iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

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

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

What is the organization's primary exempt purpose? ▶ See Statement 11	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a <u>Field Conservation - Programs are the primary implementation points in the organization. Audubon has been a strong advocate for the environment for its 100-year history. See statement 26.</u>	
(Grants and allocations \$ 1009320.) If this amount includes foreign grants, check here ▶ <input checked="" type="checkbox"/>	55889001.
b <u>National Conservation Programs - provided the support to the field along with guidelines and coordination to assure effectiveness globally. See statement 26.</u>	
(Grants and allocations \$ 193550.) If this amount includes foreign grants, check here ▶ <input checked="" type="checkbox"/>	15267541.
c	
(Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
d	
(Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
e Other program services (attach schedule) (Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶	71156542.

Part IV Balance Sheets (See the instructions.)

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

		(A) Beginning of year		(B) End of year	
Assets	45	Cash - non-interest-bearing	1086472.	45	1174715.
	46	Savings and temporary cash investments	32129140.	46	33902006.
	47 a	Accounts receivable	3777638.		
		b Less: allowance for doubtful accounts	15667.		
			4094469.	47c	3761971.
	48 a	Pledges receivable	10955227.		
		b Less: allowance for doubtful accounts	2191045.		
			7472091.	48c	8764182.
	49	Grants receivable	2748430.	49	2444704.
	50 a	Receivables from current and former officers, directors, trustees, and key employees		50a	
		b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b	
	51 a	Other notes and loans receivable		51c	
		b Less: allowance for doubtful accounts			
	52	Inventories for sale or use	218321.	52	201470.
	53	Prepaid expenses and deferred charges	2389072.	53	2529634.
54 a	Investments - publicly-traded securities Stmt 13 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	179595050.	54a	166879280.	
	b Investments - other securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54b		
55 a	Investments - land, buildings, and equipment: basis Stmt 12	1500.			
	b Less: accumulated depreciation STMT 12A	1500.	55c	1500.	
56	Investments - other See Statement 14	26516568.	56	31288793.	
57 a	Land, buildings, and equipment: basis	64004631.			
	b Less: accumulated depreciation STMT 12A	18094156.			
		35838511.	57c	45910475.	
58	Other assets, including program-related investments (describe See Statement 15)	45441708.	58	40837228.	
59	Total assets (must equal line 74). Add lines 45 through 58	337531332.	59	337695958.	
Liabilities	60	Accounts payable and accrued expenses	7502554.	60	7451837.
	61	Grants payable		61	
	62	Deferred revenue	932305.	62	725803.
	63	Loans from officers, directors, trustees, and key employees		63	
	64 a	Tax-exempt bond liabilities		64a	
		b Mortgages and other notes payable		64b	
	65	Other liabilities (describe See Statement 16)	24913315.	65	26265065.
66	Total liabilities. Add lines 60 through 65	33348174.	66	34442705.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.				
	67	Unrestricted	62531575.	67	60088671.
	68	Temporarily restricted	161712250.	68	164006005.
	69	Permanently restricted	79939333.	69	79158577.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.				
	70	Capital stock, trust principal, or current funds		70	
	71	Paid-in or capital surplus, or land, building, and equipment fund		71	
	72	Retained earnings, endowment, accumulated income, or other funds		72	
	73	Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	304183158.	73	303253253.
	74	Total liabilities and net assets/fund balances. Add lines 66 and 73	337531332.	74	337695958.

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

a	Total revenue, gains, and other support per audited financial statements	a	91382840.
b	Amounts included on line a but not on Part I, line 12:		
1	Net unrealized gains on investments	b1	
2	Donated services and use of facilities	b2	
3	Recoveries of prior year grants	b3	
4	Other (specify): <u>See Statement 17</u>	b4	2163798.
	Add lines b1 through b4	b	2163798.
c	Subtract line b from line a	c	89219042.
d	Amounts included on Part I, line 12, but not on line a:		
1	Investment expenses not included on Part I, line 6b	d1	376123.
2	Other (specify): <u>See Statement 19</u>	d2	24071208.
	Add lines d1 and d2	d	24447331.
e	Total revenue (Part I, line 12). Add lines c and d	e	113666373.

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

a	Total expenses and losses per audited financial statements	a	92551684.
b	Amounts included on line a but not on Part I, line 17:		
1	Donated services and use of facilities	b1	
2	Prior year adjustments reported on Part I, line 20	b2	
3	Losses reported on Part I, line 20	b3	
4	Other (specify): <u>See Statement 18</u>	b4	783097.
	Add lines b1 through b4	b	783097.
c	Subtract line b from line a	c	91768587.
d	Amounts included on Part I, line 17, but not on line a:		
1	Investment expenses not included on Part I, line 6b	d1	376123.
2	Other (specify): <u>Royalty expense</u>	d2	528285.
	Add lines d1 and d2	d	904408.
e	Total expenses (Part I, line 17). Add lines c and d	e	92672995.

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

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
See Statement 20		2646222.	332217.	0.

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued) Yes No

75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 31
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) 75b X
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization." 75c X
If "Yes," attach a statement that includes the information described in the instructions.
d Does the organization have a written conflict of interest policy? 75d X

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

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation (if not paid, enter -0-), (D) Contributions to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. Row 1: Russell W. Peterson, 11 Mozart Drive East, Wilmington, DE 19807, 0., 70222., 0., 0.

Part VI Other Information (See the instructions.) Yes No

76 Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change 76 X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? 77 X
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? 78a X
b If "Yes," has it filed a tax return on Form 990-T for this year? 78b X
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement 79 X
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? 80a X
b If "Yes," enter the name of the organization See Statement 21 and check whether it is exempt or nonexempt
81 a Enter direct and indirect political expenditures. (See line 81 instructions.) 81a 0.
b Did the organization file Form 1120-POL for this year? 81b X

Part VI Other Information (continued)

Table with columns for question ID, question text, sub-questions (82a-89g), and Yes/No columns. Contains various organizational questions and their answers.

Part VI Other Information (continued)

Yes No

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

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year 92 Yes No N/A

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

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a Advertising	541800	3034139.			7052.
b Admissions					1707960.
c Christmas Bird Count					201825.
d Tuition Income					1712919.
e Miscellaneous	900004	427599.	13	130934.	1772965.
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	482558.	
96 Dividends and interest from securities			14	7431646.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	388168.	
98 Net rental income or (loss) from personal property					
99 Other investment income			14	1829474.	
100 Gain or (loss) from sales of assets other than inventory			18	11329262.	
101 Net income or (loss) from special events			01	-273216.	
102 Gross profit or (loss) from sales of inventory					1379606.
103 Other revenue:					
a Royalty Income			15	1454237.	
b Asset disposals			01	-12173.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		3461738.		22760890.	6782327.
105 Total (add line 104, columns (B), (D), and (E))					33004955.

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

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

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	See Statement 23

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

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
Reinecke Fuchs, Inc. - 225 Varick St, 7th FL., NY, NY 10014 - 51-0099316	100%	Conservation	116421.	2315259.

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

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

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

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

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

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity. Yes No

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

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity. Yes No

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

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above? Yes No

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.

Please Sign Here: *Monique Quinn* Signature of officer Date 5/8/09
Monique Quinn, CFO Type or print name and title

Paid Preparer's Use Only: Preparer's signature *Barbara Hamilton* Date 5-1-09 Check if self-employed Preparer's SSN or PTIN (See Gen. Inst. X) 9069411
 Firm's name (or yours if self-employed), address, and ZIP + 4 **Deloitte Tax LLP
 Two World Financial Center
 New York, NY 10281-1414
 I.D. # 96-1065772** EIN Phone no.

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

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

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2007

Name of the organization: **National Audubon Society, Inc.** Employer identification number: **13 1624102**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Glenn Olson 765 University Avenue, Suite 200, Sac	VP, State Director 40.00	* 317922.	103469.	
Gregory Licciardi 225 Varick Street, 7th Floor, New Yor	Publisher 40.00	211511.	31974.	
Denise Scelzo 225 Varick Street, 7th Floor, New Yor	VP, Constituency Dev 40.00	176015.	26258.	
David Anderson 444 Brickell Ave., Suite 850, Miami,	VP, State Director 40.00	163912.	25411.	
Larry Haskell 1150 Connecticut Ave., NW, Suite 600,	Director of Dev 40.00	152146.	20141.	
Total number of other employees paid over \$50,000 ▶	208			

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

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Design Group Inc. 515 E. Main Street, Columbus, OH 43215	Architects	563796.
FXFOWLE, Architects PC 22 West 19 Street, New York, NY 10011	Architects	398731.
Marks Paneth Shron 622 Third Avenue, New York, NY 10017	Auditors	121018.
Mercer Human Resources Consulting P.O. Box 13793, Newark, NJ 07188-0793	Actuary	110675.
Buist Moore Smythe McGee P.A. P.O. Box 999, Charleston, SC 29402	Legal	93553.
Total number of others receiving over \$50,000 for professional services ▶	5	

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

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Demar Direct 1133 N. Ridge Avenue, Lombard, IL 60148	Mailing	1126053.
Kable News Company, Inc. 4515 Paysphere Circle, Chicago, IL 60674	Mailing	1103964.
WC National Mailing Corporation P.O. Box 634260, Cincinnati, OH 45263	Mailing	754738.
Paradysz Matera 5 Hanover Square, 6th Floor, New York, NY 10004	List Rental	327831.
SCA Direct Inc. 11208 Waples Mill Rd, Suite 150, Fairfax, VA 22030	Telemarketing	266093.
Total number of other contractors receiving over \$50,000 for other services ▶	52	

*Includes distribution of deferred compensation

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

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ \$ <u>502059.</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
	1	X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? <u>See Part V-A, Form 990</u>	2d	X
e Transfer of any part of its income or assets?	2e	X
3 a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a	X
..... <u>See Statement 24</u>		
b Did the organization have a section 403(b) annuity plan for its employees?	3b	X
c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c	X
..... <u>See Statement 25</u>		
d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d	X
4 a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a	X
b Did the organization make any taxable distributions under section 4966?	4b	N/A
c Did the organization make a distribution to a donor, donor advisor, or related person?	4c	N/A
d Enter the total number of donor advised funds owned at the end of the tax year		N/A
e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year		N/A
f Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts		0.
g Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year		0.

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

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

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

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

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

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

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	58109250.	60726336.	59776641.	51965740.	230577967.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	9409741.	9599010.	7942022.	7684152.	34634925.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	10425734.	9051976.	8361404.	5938471.	33777585.
19 Net income from unrelated business activities not included in line 18	25822.	0.	0.	0.	25822.
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	77970547.	79377322.	76080067.	65588363.	299016299.
24 Line 23 minus line 17	68560806.	69778312.	68138045.	57904211.	264381374.
25 Enter 1% of line 23	779705.	793773.	760801.	655884.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 5287627.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 0.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 264381374.
d Add: Amounts from column (e) for lines: 18 33777585. 19 25822. 22 26d 33803407.					26e 230577967.
e Public support (line 26c minus line 26d total)					26f 87.2141%
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A (2006) (2005) (2004) (2003)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A (2006) (2005) (2004) (2003)					
c Add: Amounts from column (e) for lines: 15 16 17 20 21 27c N/A					27d N/A
d Add: Line 27a total and line 27b total					27e N/A
e Public support (line 27c total minus line 27d total)					27f N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27g N/A %
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27h N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					

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

None

Part V Private School Questionnaire (See page 9 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

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

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for all electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	37846.
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	464213.
38	Total lobbying expenditures (add lines 36 and 37)	38	502059.
39	Other exempt purpose expenditures	39	88578264.
40	Total exempt purpose expenditures (add lines 38 and 39)	40	89080323.
41	Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -		
	Not over \$500,000 20% of the amount on line 40		
	Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000		
	Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000	41	1000000.
	Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
	Over \$17,000,000 \$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	250000.
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	0.
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	0.

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

4-Year Averaging Period Under Section 501(h)

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

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45	1000000.	1000000.	1000000.	1000000.	4000000.
46					6000000.
47	502059.	426028.	369103.	280733.	1577923.
48	250000.	250000.	250000.	250000.	1000000.
49					1500000.
50	37846.	18029.	56109.	90016.	202000.

Part VI-B Lobbying Activity by Nonelecting Public Charities

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

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			0.

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

Form 990	Rental Income	Statement	1
<u>Kind and Location of Property</u>		<u>Activity Number</u>	<u>Gross Rental Income</u>
Real Estate - Sublease rental income		1	388168.
Total to Form 990, Part I, line 6a			388168.

Form 990	Gain (Loss) From Publicly Traded Securities	Statement	2	
<u>Description</u>	<u>Gross Sales Price</u>	<u>Cost or Other Basis</u>	<u>Expense of Sale</u>	<u>Net Gain or (Loss)</u>
Publicly traded securities	31478549.	24078604.	0.	7399945.
To Form 990, Part I, line 8	31478549.	24078604.	0.	7399945.

Form 990 Gain (Loss) From Sale of Other Assets Statement 3

Description	Date Acquired	Date Sold	Method Acquired
Land	12/31/90	12/28/07	PURCHASED

Name of Buyer	Gross Sales Price	Cost or Other Basis	Expense of Sale	Deprec	Net Gain or (Loss)
McKenzie River Trust	232500.	0.	32957.	0.	199543.

Description	Date Acquired	Date Sold	Method Acquired
Land	/ /70	07/17/07	PURCHASED

Name of Buyer	Gross Sales Price	Cost or Other Basis	Expense of Sale	Deprec	Net Gain or (Loss)
United State Of America-NRCS	3000000.	0.	0.	0.	3000000.

Description	Date Acquired	Date Sold	Method Acquired
Land	12/26/78	07/25/07	DONATED

Name of Buyer	Gross Sales Price	Cost or Other Basis	Expense of Sale	Deprec	Net Gain or (Loss)
California Dept. of State Park	700000.	0.	0.	0.	700000.

Description	Date Acquired	Date Sold	Method Acquired
Artwork	/ /83	09/26/07	DONATED

Name of Buyer	Gross Sales Price	Cost or Other Basis	Expense of Sale	Deprec	Net Gain or (Loss)
Robert Stone	2600.	0.	0.	0.	2600.

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Method Acquired</u>
Artwork	/ /83	07/10/07	DONATED

<u>Name of Buyer</u>	<u>Gross Sales Price</u>	<u>Cost or Other Basis</u>	<u>Expense of Sale</u>	<u>Deprec</u>	<u>Net Gain or (Loss)</u>
Theodore Wolf	700.	0.	0.	0.	700.

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Method Acquired</u>
1996 GMC Sierra Pick Up Truck	05/01/96	11/07/07	PURCHASED

<u>Name of Buyer</u>	<u>Gross Sales Price</u>	<u>Cost or Other Basis</u>	<u>Expense of Sale</u>	<u>Deprec</u>	<u>Net Gain or (Loss)</u>
Michael R. Dawson	487.	0.	0.	0.	487.

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Method Acquired</u>
Toyota Prius	03/08/01	09/18/07	PURCHASED

<u>Name of Buyer</u>	<u>Gross Sales Price</u>	<u>Cost or Other Basis</u>	<u>Expense of Sale</u>	<u>Deprec</u>	<u>Net Gain or (Loss)</u>
Stephen Lau	2600.	0.	0.	0.	2600.

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Method Acquired</u>
Building (Escrow deposit returned) 700 Broadway, NY NY	09/27/89	12/06/06	PURCHASED

<u>Name of Buyer</u>	<u>Gross Sales Price</u>	<u>Cost or Other Basis</u>	<u>Expense of Sale</u>	<u>Deprec</u>	<u>Net Gain or (Loss)</u>
Lincoln 700 Broadway	15255.	0.	0.	0.	15255.

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Method Acquired</u>
Equipment	08/01/03	02/25/08	PURCHASED

<u>Name of Buyer</u>	<u>Gross Sales Price</u>	<u>Cost or Other Basis</u>	<u>Expense of Sale</u>	<u>Deprec</u>	<u>Net Gain or (Loss)</u>
HI'IPAKA LLC	21041.	12909.	0.	0.	8132.
To Fm 990, Part I, ln 8	3975183.	12909.	32957.	0.	3929317.

Form 990	Special Events and Activities				Statement	4
Description of Event	Gross Receipts	Contribut. Included	Gross Revenue	Direct Expenses	Net Income or (Loss)	
CT Annual State Dinner / Greenwich Gala	665517.	614832.	50685.	164897.	-114212.	
Women in Conservation 2008	339808.	284502.	55306.	215753.	-160447.	
Thomas W. Keesee, Jr. Conservation Award Luncheon	242392.	224392.	18000.	38000.	-20000.	
Other Special Events	618299.	347282.	271017.	249574.	21443.	
To Fm 990, Part I, line 9	<u>1866016.</u>	<u>1471008.</u>	<u>395008.</u>	<u>668224.</u>	<u>-273216.</u>	

Form 990	Income and Cost of Goods Sold Included on Part I, Line 10	Statement 5
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Income

1. Gross receipts	2307274	
2. Returns and allowances		
3. Line 1 less line 2		2307274
4. Cost of goods sold (line 13)	927668	
5. Gross profit (line 3 less line 4)		1379606

Cost of Goods Sold

6. Inventory at beginning of year		
7. Merchandise purchased		
8. Cost of labor		
9. Materials and supplies		
10. Other costs	927668	
11. Add lines 6 through 10		927668
12. Inventory at end of year		
13. Cost of goods sold (line 11 less line 12).		927668

Form 990	Cost of Goods Sold - Other Costs	Statement	6
<u>Description</u>		<u>Amount</u>	
Cost of Sales			910044.
Freight-in			17624.
Total included on Form 990, Part I, line 10b			927668.

Form 990	Other Changes in Net Assets or Fund Balances	Statement	7
<u>Description</u>		<u>Amount</u>	
Unrealized loss on investments			-16725759.
Minimum pension liability adjustment			266928.
Charitable Trust Additions			1352712.
Change in value of charitable trust			-6574607.
Discounting of pledged amounts			-242557.
Total to Form 990, Part I, line 20			-21923283.

Form 990	Other Expenses			Statement	8
<u>Description</u>	(A)	(B)	(C)	(D)	
	Total	Program Services	Management and General	Fundraising	
Membership Fulfillment	624418.	2233.	519184.	103001.	
Advertising	229728.	193239.	10798.	25691.	
Professional Services	4414707.	3346152.	0.	1068555.	
Service Bureaus	1028423.	564735.	164348.	299340.	
Insurance	1172004.	1065760.	45323.	60921.	
Taxes	203239.	198397.	0.	4842.	
License and fees	86509.	62787.	14456.	9266.	
Chapter Support	1171243.	1171243.	0.	0.	
Commissions	589229.	482086.	0.	107143.	
Sanctuary Expenses	10365043.	10365043.	0.	0.	
Investment fees	491553.		491553.		
Miscellaneous	809488.	235478.	351572.	222438.	
Total to Fm 990, ln 43	21185584.	17687153.	1597234.	1901197.	

Form 990	Cash Grants and Allocations to Others	Statement	9
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Class of Activity/Donee's Name and Address	Amount
Field Conservation BRP US Inc. P.O. Box 849742 Dallas, TX 75284	8304.
Field Conservation California League of Conservation Voters 350 Frank H. Ogawa Plaza, Suite 1100 Oakland, CA 94612	2500.
Field Conservation California Waterfowl Association 4630 Northgate Blvd., Suite 150 Sacramento, CA 95834	625.
Field Conservation Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204-5910	1250.
Field Conservation Chicago Park District 541 N. Fairbanks Chicago, IL 60611	4200.
Field Conservation City of Dallas 1500 Marilla Street Dallas, TX 75201	730000.
Field Conservation Coastal Bend Audubon Society P.O. Box 3604 Corpus Christi, TX 78463	2591.
Field Conservation Community Foundation of Northwest Mississippi 321 Losher Street Hernando, MS 38632	20000.
Field Conservation El Paso Trans Pecos Audubon Society P.O. Box 972441 El Paso, TX 77997	2750.

Field Conservation General Revenue Fund of the State of Texas P.O. Box 13087 Austin, TX 78711	3202.
Field Conservation Maine Farmland Trust Stewardship Fund 97 Maine Street Belfast, ME 04915	25000.
Field Conservation Morro Coast Audubon Society P.O. Box 1507 Morro Bay, CA 93443	5000.
Field Conservation Prospect Park Alliance 95 Prospect Park West Brooklyn, NY 11215	150000.
Field Conservation RARE 1840 Wilson Blvd, Ste 204 Arlington, VA 22201	3000.
Field Conservation Redbud Audubon Society P.O. Box 5780 Clearlake, CA 95422	10000.
Field Conservation SalvaNATURA 33 Av. Sur 640 Col. Flor Blanca San Salvador, El Salvador	10000.
Field Conservation Sandy County Foundation 5999 Monona Drive Monona, WI 53716	2500.
Field Conservation Texas Coalition for Conservation 8812 Mesa Austin, TX 78759	550.
Field Conservation Texas Land Trust Council P.O. Box 91294 Austin, TX 78709	500.

Field Conservation Maine Audubon Society 20 Gilsland Farm Road Falmouth, ME 04105	24025.
Field Conservation Carbonfund.org Foundation 110001 Dallas Avenue Silver Spring, MD 20901	868.
Field Conservation Miscellaneous Charity Various New York, NY 10014	455.
National Conservation Alaska Wilderness League 122 C Street, NW, Suite 240 Washington, DC 20001	10000.
National Conservation Audubon Society of Northern Virginia 4022 Hummer Road Annandale, VA 22003	82000.
National Conservation Audubon Society of Western Pennsylvania 614 Dorseyville Road Pittsburg, PA 15238	1250.
National Conservation Belize Audubon Society 12 Fort Street, P.O. Box 1001 Belize City, Belize	7000.
National Conservation Birdlife International Vicente Cardenas E5-75 y Japon, 3er Piso Quito, Ecuador	33000.
National Conservation Buffalo Audubon Society 1610 Welch Road North Java, NY 14113	1290.
National Conservation Florida's Birding & Fotofest 88 Riberia Street, Suite 400 St. Augustine, FL 32084	2500.

National Conservation Guyra Paraguay Coronel Rafael Franco 381 c/Leandro Prieto Asuncion, Paraguay	10000.
National Conservation International Migratory Bird Day Env for the Americas, 825 South Broadway, Suite 35 Boulder, CO 80305	2500.
National Conservation Island Conservation LML, UCSC, 100 Shaffer Road Santa Cruz, CA 95060	2658.
National Conservation Jameston Audubon Society 1600 Riverside Road Jamestown, NY 14701	1300.
National Conservation Maine Audubon Society 20 Gilsland Farm Road Falmouth, ME 04105	5685.
National Conservation Prospect Park Audubon Center 95 Prospect Park West Brooklyn, NY 11215	500.
National Conservation RARE 1840 Wilson Blvd, Ste 204 Arlington, VA 22201	29000.
National Conservation Sociedad Audubon de Panama Apartado 0843-03076 Ancon, Panama	3000.
National Conservation Tahoma Audubon Society 2917 Morrison Road West University Place, WA 98466	779.
National Conservation Miscellaneous Charity Various New York, NY 10014	88.

Form 990	Cash Grants and Allocations to Individuals	Statement 10
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Class of Activity/Donee's Name and Address	Donee's Relationship	Amount
Field Conservation Christina Mounce 2092 Fritz Cove Road Juneau, AK 99801	None	500.
Field Conservation Jackson Kaili 1916 Glacier Avenue Juneau, AK 99801	None	500.
Field Conservation Jeremy Brown 5230 Foster Road Canandaigua, NY 14424	None	1000.
National Conservation Heather K. Forcier P.O. Box 2085 So. Burlington, VT 05407	None	1000.

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

1,202,870

Form 990	Statement of Organization's Primary Exempt Purpose Part III	Statement 11
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Explanation

Conserve and restore natural ecosystems through education and conservation action, focusing on birds and other wildlife for the benefit of humanity and the earth's biological diversity.

Form 990	Non-Government Securities	Statement 12
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Security Description	Cost/FMV	Corporate Stocks	Corporate Bonds	Other Publicly Traded Securities	Total Non-Gov't Securities
Stocks	FMV	102078342.			102078342.
Bonds	FMV		4485065.		4485065.
To Form 990, line 54a, Col B		102078342.	4485065.		106563407.

Form 990	Government Securities	Statement 13
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Description	Cost/FMV	U.S. Government	State and Local Gov't	Total Gov't Securities
U.S. Government and Agency	FMV	60315873.		60315873.
Total to Form 990, line 54a, Col B		60315873.		60315873.

Form 990	Other Investments	Statement 14
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Description	Valuation Method	Amount
Alternative Investments	Market Value	31288793.
Total to Form 990, Part IV, line 56, Column B		31288793.

Form 990	Other Assets	Statement 15
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Description	Beginning of Year	End of Year
Art Collection	823753.	823753.
Trademarks	25500.	25500.
Beneficial Interest in Charitable Trusts	44592455.	39987975.
Total to Form 990, Part IV, line 58	45441708.	40837228.

Statement 12A

National Audubon Society, Inc.
Fixed Asset Schedule
Form 990, Part IV, Lines 55 & 57
June 30, 2008
13-1624102

Line 55	Land			<u>1,500</u>
	Property Description	Costs or Other Basis	Accumulated Depreciation	Net Book Value
	Buildings	38,999,705	10,554,391	28,445,314
	Leasehold Improvements	10,849,616	523,257	10,326,359
	Land Improvements	91,936	46,952	44,984
	Construction In Progress	3,799,460	-	3,799,460
	Equipments	10,263,914	6,969,555	3,294,358
		<u>64,004,631</u>	<u>18,094,156</u>	<u>45,910,475</u>
Lines 57 a & b				

Form 990	Other Liabilities	Statement 16
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Description	Beginning of Year	End of Year
Agency Funds	404000.	347000.
Pension and other postretirement benefit Obligations under charitable trusts	16143031.	17217455.
Funds held for deferred compensation plan	5928629.	6057496.
Deferred rent	2437655.	2128320.
	0.	514794.
Total to Form 990, Part IV, line 65	24913315.	26265065.

Form 990	Other Revenue Not Included on Form 990	Statement 17
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Description	Amount
Income from subsidiary included in consolidated Financial Statements	142862.
Charitable Trust Additions	1352712.
Special events expense netted on Form 990	668224.
Total to Form 990, Part IV-A	2163798.

Form 990	Other Expenses Not Included on Form 990	Statement 18
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Description	Amount
Expense from subsidiary included in consolidated Financial Statements	114873.
Special events expense netted on Form 990	668224.
Total to Form 990, Part IV-B	783097.

Form 990	Other Revenue Included on Form 990	Statement 19
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Description	Amount
Royalty expenses	528285.
Discounted pledged amounts	242557.
Unrealized loss on investments	16725759.
Change in value of charitable trust agreements	6574607.
Total to Form 990, Part IV-A	24071208.

Charles F. Kahle 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Don McKee 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Allen J. Model 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Jane-Kerin Moffatt 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Peggy E. Montano 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Jess Morton 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Sarah Muyskens 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Margery Aylwin Nicolson 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Adan A. Ortega, Jr. 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Andrew Sansom 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Lloyd Semple 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Constantine Sidamon-Eristoff 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Michael Stolper 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.

Virginia K. Stowe 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
B. Holt Thrasher 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
John A. Whittle 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Alan Wilson 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Roger Wolf 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
William P. Yellowtail 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
Steven T. Zimmerman 225 Varick New York, NY 10014	Director 8.00	0.	0.	0.
John Flicker 225 Varick New York, NY 10014	President 40.00	315000.	41981.	0.
Robert Perciasepe 225 Varick New York, NY 10014	Chief Operating Officer 40.00	244578.	32210.	0.
Alethea Pratt 379 Thornall St., 6th Floor Edison, NJ 08837	VP, CIO 40.00	*332082.	30195.	0.
W.E. Scott Hoot 225 Varick New York, NY 10014	VP, General Counsel 40.00	*188074.	11089.	0.
Michelle Scott 225 Varick New York, NY 10014	VP, General Counsel 40.00	127885.	6135.	0.
John Byrne 225 Varick New York, NY 10014	Chief Development Officer 40.00	192610.	21510.	0.

*Includes one-time payments for amounts related to completion of service, such as accrued vacation pay and severance.

Dan Rutberg 379 Thornall St., 6th Floor Edison, NJ 08837	VP, CIO 40.00	3846.	311.	0.
Joe Demarco 225 Varick New York, NY 10014	VP, Human Resources 40.00	134615.	6934.	0.
Betsy Loyless 1150 Connecticut Ave., NW Suite 600 Washington, DC 20036	Senior VP, Public Policy 40.00	167180.	30297.	0.
Monique Quinn 225 Varick New York, NY 10014	Chief Financial Officer 40.00	192096.	38436.	0.
Les Corey Northwest Corp Centre, Oracle Rd, Ste 326 Tucson, AZ 85704	Chief Field Operations Officer 40.00	173644.	31876.	0.
Judy Braus 1150 Connecticut Ave., NW Suite 600 Washington, DC 20036	VP, Centers and Education 40.00	164579.	24876.	0.
Philip B. Kavits 1150 Connecticut Ave., NW Suite 600 Washington, DC 20036	VP, Marketing and Comm. 40.00	168935.	17995.	0.
Craig Lee 1150 Connecticut Ave., NW Suite 600 Washington, DC 20036	VP, Intn'l Alliances 40.00	118417.	23184.	0.
Tom Bancroft 1150 Connecticut Ave., NW Suite 600 washington, DC 20036	VP, Conservation Planning 40.00	122681.	15188.	0.
Totals Included on Form 990, Part V-A		<u>2646222.</u>	<u>332217.</u>	<u>0.</u>

Form 990	Identification of Related Organizations Part VI, Line 80b	Statement 21
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Name of Organization	Exempt	NonExempt
National Audubon Productions, Inc.	X	
National Audubon Society of Coastal Connecticut	X	
National Audubon Society of Sharon	X	
The Lincoln Audubon Society	X	
National Audubon Society of Greenwich	X	
Reinecke Fuchs, Inc.		X

Form 990	List of States Receiving Copy of Return Part VI, Line 90	Statement 22
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States

AK, AR, AZ, CA, CO, CT, IN, FL, GA, LA, IL, KS, KY, 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

Form 990	Part VIII - Relationship of Activities to Accomplishment of Exempt Purposes	Statement 23
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Line	Explanation of Relationship of Activities
93a	Audubon magazine which is a bi-monthly magazine kept the public and
93a	members informed on conservation, ecological, and bird preservation
93a	issues.
93b	Sanctuaries and nature centers provided the general public with
93b	information and instruction about preservation issues and man's
93b	interaction with the environment.
93c	Data collected is made available to the public. It was also used for
93c	scientific review and the study of early winter birds population
93c	dynamics.
93d	The public was educated with instruction and outdoor experiences on
93d	environmental issues and conservation.
93e	Conferences and meetings increased awareness of environmental issues
93e	and knowledge about conservation.
101	Dinners/luncheons, conferences, festivals, and trips increased
101	awareness of environmental issues and knowledge about conservation.
102	The items sold in inventory contributed to our exempt purpose.
102	Examples of items sold are bird feeders, books on birds, and calendars
102	which increased the public's knowledge about conservation.

Schedule A Explanation of Qualifications to Receive Payments Statement 24
Part III, Line 3a

Scholarships and fellowships are generally made for educational purposes. These awards are allocated to programs in accordance with the restrictions of the donors and the on-site program managers who determines the ultimate recipient of the award.

Innovation Grants 2008 Selection Process

Applications were encouraged from throughout the Audubon network: members of National Audubon Society (programs, state offices and centers), Audubon chapters (which are independent 501(c)(3)s affiliated with National Audubon Society) and independent Audubon groups were all eligible to apply.

Applicants completed a standard application form online.

Each application was then reviewed by three members of our 18-person selection committee. Within each of those teams of three was at least one member of the Audubon network and one person from outside the network. Each team contained at least one person with a conservation science, planning or management background and one person with an environmental education or community engagement background to ensure a diversity of perspectives.

Reviewers used a standard rubric to assign scores to each application. Applications were rated on:

Project description (Is it clear? Did the reviewer understand exactly what the applicant was proposing to do?)

Program goals (Do they align with the TogetherGreen conservation goals? Will the project achieve dramatic conservation results and inspire participant action?)

Innovation and strategic impact (Does the project take a fresh approach that is likely to be effective at achieving conservation goals?)

Diversity and reach (Will the project reach a large, new and/or diverse audience?)

Evaluation strategy (Will the evaluation strategy be effective at measuring success? Does it include specific metrics?)

Budget (Is the budget clear and reasonable? Does the applicant use resources creatively?)

Partner organizations (Are partners highly qualified to perform their intended role? Are they critical in helping the applicant achieve the goals of the project?)

Sustainability or replicability (Will the project be sustainable beyond the grant period, or will it provide a replicable model for other communities or organizations?)

Team qualifications (Does the applicant have strong experience running similar projects? Does the proposed project align well with their organizational mission and strategic goals?)

Risks and challenges (Are they well thought out and appropriate? Are the strategies chosen appropriate to overcome the challenges?)

Timeline (Does the timeline cover all aspects of the project, from planning through evaluation? Is it appropriate for achieving success in the stated time?).

A project that met all of these requirements would have received the highest score possible. The rubrics were weighted to give the most points for on-the-ground conservation results, diversity and reach, and innovation.

When the team members had finished reviewing each of their applications and assigned scores in each of these categories, they met to talk over discrepancies in their scores and to come to consensus over which applications to recommend for funding. Since the total average request from each project was considerably higher than we could meet, reviewers were also asked to recommend which projects might be able to achieve some success with a lesser amount of funding than was requested.

After reviewer recommendations had been made, a small subset of reviewers made final decisions regarding which groups to award funding to, taking into account both overall scores and recommendations and the need for a suite of grant projects that was geographically diverse, reached

many different types of audiences, and achieved all of the program's conservation goals (habitat, water and energy).



Conservation Leadership Program 2008 Selection Process

TogetherGreen had the funds to support 40 Fellows in 2008, 20 from inside the Audubon network and 20 from outside organizations. In order to be eligible to apply, individuals needed at least six years of experience in environmental conservation issues, demonstrated through current and past work experience and/or volunteer activities. Additionally, individuals were required to have a current affiliation (full- or part-time employment or equivalent volunteer commitment) with a conservation organization, or a business, university, community-based, or other professional organization whose goals and practices are making a positive contribution to conservation.

Applications were encouraged from throughout the Audubon network: members of National Audubon Society (programs, state offices and centers), Audubon chapters (which are independent 501(c)(3)s affiliated with National Audubon Society) and independent Audubon groups. We also advertised the opportunity at over 100 other organizations and their listservs, online job board listings, and newsletters, including the Center for Diversity and the Environment & Young Environmental Professionals of Color, Peace Corps, the Association of Nature Center Administrators, the American Association of Museums, and the Ecological Society of America.

Applicants completed a standard application form online. All applicants needed to submit two letters of recommendations and one optional letter of support from a conservation practitioner mentor. Letters were sent directly to the Audubon DC office.

Each application was screened for completeness and eligibility by at least two Audubon staff. All the applications that passed the initial screening process were then reviewed by three members of our 15-person selection committee. The selection committee consisted of Audubon and non-Audubon experts in conservation science, planning, education, and community engagement.

Reviewers used a standard rubric to assign numerical scores to each application.

Applications were rated on six different areas:

Conservation Vision: Does the applicant clearly articulate a detailed conservation vision? Does the applicant describe personal motivation for becoming a Fellow? Does the applicant clearly describe how the Leadership Program will further personal and career goals? Is the vision clearly aligned with the goals of the Leadership Program?

Involvement in current or past conservation project that demonstrates leadership: Does the applicant describe current leadership involvement in a conservation project? Does the applicant demonstrate examples of consistently being a change agent and conservation leader?

Conservation Action Project: Does applicant describe a CAP that will achieve a TogetherGreen conservation goal, complement National State and Audubon goals (for Audubon Fellows), and/or address specific environmental behaviors? Does the applicant articulate a measureable outcome that she/he hopes to achieve? Does the applicant demonstrate past experience and interest in conservation and moving people to take action? Does the applicant clearly describe how participation in the program will contribute to achieving those action outcomes? Is the CAP well planned?

Engaging new and diverse audiences: Does applicant describe how she/he would share results with others? Does applicant consistently demonstrate a leadership role in implementing activities that engage diverse, new, and/or non-traditional audiences in conservation activities? Does applicant's past work/volunteer history demonstrate creative examples of successfully implemented outreach methods? Does current project demonstrate broad reach among a variety of participants?

Professional Qualifications: Does applicant display varied and in-depth professional experience in conservation activities, demonstrated through formal training, informal workshops, volunteer experience, work experience, community involvement, or professional affiliations?

Recommendation Letters: Do letters confirm applicant's professional record? Are letters appropriate? Does the letter from a current supervisor demonstrate commitment to applicant's professional development and organization's interest and ability to support a conservation action project? Does supervisor describe how the CAP and/or training will integrate into applicant's established work commitments?

An applicant that rated highly in all of six focus areas would have received the highest score possible. All focus areas were weighted equally.

When the team members had finished reviewing each of their applications and assigned scores in each of these categories, they met to talk over discrepancies in their scores and to come to consensus over which applicants to recommend. Review teams were also asked to rank the applicants in order of their recommendations. Each group reviewed 15-20 applications. Audubon applicants were rated against other Audubon applicants, and non-Audubon applicants were rated against other non-Audubon applicants.

After reviewer recommendations had been made, a small subset of reviewers made final decisions for which individuals to select, taking into account overall scores and recommendations from the review teams and the need for a class of Fellows that was geographically diverse, reached many different types of audiences, and achieved all of the program's conservation goals (habitat, water and energy).

Schedule A	Conservation Easement Statement Part III, Line 3c	Statement 25
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- 1) Number of easements as of 7/1/07 = 25.
Acreage = 2,477.08.
Number of states = 8.
- 2) Number of easements and acreage added in 2007 = 0
- 3) Number of easements transferred = 1 and acreage = 233.8. This easement was transferred to Maine Farmland Trust, whose mission is more suited to the landowner's historical agricultural use of the property. Attached is the Maine Farmland Trust's IRS 501(c)3 determination letter.
- 4) a. Easements on building = 0
b. Easements that encumber golf course = 0.
c. Easements within residential = 6 (4 Greenwich easements, Ginn in Florida and Rutland Wetlands in Vermont).
d. Easements acquired = 0
5. Easements monitored = 24 and acreage = 2,343.28
6. Staff hours = 230.
Expenses of \$14,304 includes salary, travel, postage and boat rental.
7. Easement on building acquired after 8/17/06 = 0.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

RECEIVED
JUL 12 2004

Date: JUL - 8 2004

Employer Identification Number:
01-0528014

DLN:
17053080765004

MAINE FARMLAND TRUST INC
PO BOX 1597
BUCKSPORT, ME 04416

Contact Person:
MRS. M. TAYLOR

ID# 52449

Contact Telephone Number:
(877) 829-5500

Public Charity Status:
170(b)(1)(A)(vi)

Dear Applicant:

Our letter dated December, 1999, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

Based on the information you submitted, you are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading between 8:00 a.m. - 6:30 p.m. Eastern time.

Please keep this letter in your permanent records.

Sincerely yours,



Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

MAINE FARMLAND TRUST INC

Your classification as an organization described in sections 170(b)(1)(A)(vi) and 509(a)(1) of the Code is contingent upon you continuing to meet the public support requirements of these Code sections. Please refer to Publication 557, Qualifying As Publicly Supported, under Chapter 3, for further details concerning these requirements. If your sources of support change significantly in the future, you should notify your Key District Director so that we can consider the effect if any on your foundation status.

Field Conservation Programs are the primary implementation points in the organization. Audubon has been a strong grass roots community based organization for most of its 100-year history. The organization has developed a stronger decentralized implementation structure to support that grass roots capacity over the last decade. Audubon's key programs are delivered to the public and members at the local level.

Field offices supported both Audubon members and local Audubon chapters in developing a strong and influential local community presence. Priority conservation and educational activities, with programs to engage people in the efforts of Audubon's mission are a major function of Audubon's field offices. Additionally, field offices oversaw Audubon's wildlife and conservation programs protecting wildlife and their habitats, especially Important Bird Areas, while operating nature centers and sanctuaries. Local education programs and the operation of Audubon Education Centers, as well as policy advocacy at a local and state capital level were all conducted through field offices. All of these efforts are designed to meet our conservation goals and to engage people in our mission. The combined field programs served with programs over 900,000 people and over 10,000 people volunteered on conservation work or education programs.

National Conservation Programs provided support to the field along with guidelines and coordination to assure maximum effectiveness globally.

The Science program maintained a high level of technical competency and knowledge to serve and assist Audubon's field, instructors, and conservation professionals. This program encompassed activities such as assistance with conservation planning, ecological analysis, environmental sciences, bird migration studies and coordinated the efforts of thousands of volunteers to monitor bird populations and habitat. The experts in Audubon's science program helped identify actions individuals can take to make a difference for conservation in their day-to-day lives that can be used at the field level for education purposes. Over 2,000 important bird habitat locations have been identified for action and protection.

The Public Policy program provided a fully integrated approach to supporting Audubon's state offices and centers as well as responded on a timely basis to major national policy issues. Utilizing staff skilled in grassroots organizing, lobbying and public relations, the program supported large state and multi-state efforts such as: restoration of large ecosystems, like the Everglades, the Mississippi River, Long Island Sound and Important Bird Areas; addressing the human impact on habitat, protecting forest ecosystems; strengthening the national wildlife refuge system; protecting endangered species; restoring and protecting wetlands; and protection of habitat in key bird habitat around the country. Several hundred visits to members of congress with volunteers helped further our policy objectives.

The Education program coordinated and provided technical assistance for network of Audubon Centers around the country and worked with state and center education directors in the planning and delivery of innovative projects, fellowship programs, education content and materials. The content, training, materials and experiences provided by Audubon centers and education programs, reinforced, and in many cases contributed to, the conservation objectives and priorities based on science. Centers are also a central strategy for expanding the constituency for conservation into urban and rural communities that have not traditionally been engaged. Improving the diversity of the conservation movement is a key objective. Several million dollars have been provided to dozens of fellows and dozens of innovative conservation projects to engage people.

Communications and outreach efforts in support of conservation work include publications, and communications that provided general public information, such as content on the Web site and printed materials for general distribution. Publication expenses are mainly the Award winning Audubon magazine, which covers conservation, ecological, and wildlife preservation issues of global importance. For more information go to www.Audubon.org.

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization National Audubon Society, Inc.	Employer identification number 13-1624102
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 225 Varick Street	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10014	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **Monique Quinn**
Telephone No. ▶ **2129793175** FAX No. ▶ **(212)979-3160**
- 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **February 15, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2007**, and ending **JUN 30, 2008**

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a 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.	3a	\$	
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c Balance Due. Subtract line 3b from line 3a. 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.	3c	\$	N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• 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. You must file original and one copy.		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number		
	National Audubon Society, Inc.		13-1624102		
	Number, street, and room or suite no. If a P.O. box, see instructions. 225 Varick Street		For IRS use only		
City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10014					

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 books are in the care of **Monique Quinn**
 Telephone No. **2129793175** FAX No. **(212)979-3160**

• 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 May 15, 2009.

5 For calendar year _____, or other tax year beginning JUL 1, 2007, and ending JUN 30, 2008.

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
The organization is requesting additional time in which 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.	\$	
8b	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.	\$	
8c	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.	\$	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 *John D...* Title VP, Controller Date 2/3/09