

**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**

*Subcommittee on Energy and Mineral Resources Legislative Hearing on H.R. 1229, H.R. 1230 and H.R. 1231*

For Individuals:

1. Name:
  
2. Address:
  
3. Email Address:
  
4. Phone Number:

\* \* \* \* \*

For Witnesses Representing Organizations:

1. Name: Emily Woglom
  
2. Name of Organization(s) You are Representing at the Hearing:  
Ocean Conservancy
  
3. Business Address:  
1300 19<sup>th</sup> St, NW, 8<sup>th</sup> Floor Washington DC 20036
  
4. Business Email Address:  
[Information redacted for privacy]
  
5. Business Phone Number:  
[Information redacted for privacy]

Name/Organization: Emily Woglom, Ocean Conservancy

Title/Date of Hearing: House Natural Resources Subcommittee on Energy and Mineral Resources Legislative Hearing on H.R. 1229, H.R. 1230 and H.R. 1231

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.

B.S. in Geology and Geophysics from Yale University

Masters in Environmental Management from Duke University – concentrations in Resource Economics and Coastal Environmental Management.

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.

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.

Director of Government Relations for Ocean Conservancy (2010 – present)

Senior Policy Advisor – Marine, The Nature Conservancy (2007 – 2010)

NOAA Examiner, U.S. Office of Management and Budget (2003-2007)

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

None

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

None

f. 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: Emily Woglom, Ocean Conservancy

Title/Date of Hearing: House Natural Resources Subcommittee on Energy and Mineral Resources Legislative Hearing on H.R. 1229, H.R. 1230 and H.R. 1231

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.

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).

None

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).

- *Native Village of Point Hope v. Salazar*, 378 Fed.Appx. 747, 2010 WL 1917085 (9th Cir. 2010). Ocean Conservancy and twelve other conservation and Alaska Native organizations filed a petition in the Ninth Circuit Court of Appeals challenging the Minerals Management Service's (MMS) approval of Shell Oil's plan to conduct exploration drilling in the Chukchi Sea off the coast of northwest Alaska in the summer of 2010. The petition alleged violations of the National Environmental Policy Act 42 U.S.C. § 4321 and the Outer Continental Shelf Lands Act, 43 U.S.C. 2 sec symbols here 1331-1356. Petition was filed January 19, 2010, and we were denied May 13, 2010.
- *Defenders of Wildlife v. Guitierrez*. The lawsuit challenged the National Marine Fisheries Service's failure to impose marine vessel speed limits necessary to protect the North Atlantic right whale from extinction due to ship strikes. Claims were filed under the Marine Mammal Protection Act, 16 U.S.C. § 1361, *et seq.*, and the Endangered Species Act, 16 U.S.C. § 1531, *et seq.* Filed June 26, 2008. Stipulation of dismissal filed October 17, 2008.
- *Gulf Restoration Network v. National Marine Fisheries Service*, 730 F.Supp. 2d 157 (D.D.C. 2010). The lawsuit challenged the fishery management plan approved by the National Marine Fisheries Service forregulating offshore marine aquaculture in U.S. federal wasters of the Gulf of Mexico. Claims filed under the Magnuson-Stevens Fishery Conservation and Management Act, 16. U.S.C. § 1801, *et seq.*; the National Environmental Policy Act, 42 U.S.C. § 4321, *et seq.*; the Administrative Procedure Act, 5 U.S.C. § 706(2)(A). This case was dismissed August 12, 2010.

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

None

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

Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

A For the 2009 calendar year, or tax year beginning 10/01, 2009, and ending 06/30, 2010

Form 990 header section containing organization name (OCEAN CONSERVANCY), address (1300 19TH STREET NW, 8TH FLOOR, WASHINGTON, DC 20036), employer ID number (23-7245152), and tax-exempt status (501(c)(3)).

Part I Summary

Summary table with columns for Revenue, Expenses, and Net Assets or Fund Balances. Rows include mission statement, governance metrics, and financial data for Prior Year and Current Year.

Part II Signature Block

Signature block containing the preparer's signature (LAWRENCE J. AMON, CFO), date (4-13-11), and firm information (ARGY, WILTSE & ROBINSON, P.C.).

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

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

## 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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>	Name of Exempt Organization <b>Ocean Conservancy, Inc.</b>	Employer identification number <b>23 7245152</b>
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. <b>1300 19th Street, NW 8th Floor</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Washington, DC 20036</b>	

**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 ▶ Ocean Conservancy

Telephone No. ▶ ( 202 ) 429-5606 FAX No. ▶ ( 202 ) 872-0619

• 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 16, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year 20\_\_\_\_ or
- ▶  tax year beginning October 1, 2009, and ending June 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	\$	None
3b 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	\$	None
3c <b>Balance Due.</b> 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	\$	None

**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  **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).

<b>Part II</b> <b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).		
Type or print  File by the extended due date for filing your return. See instructions.	Name of exempt organization <b>Ocean Conservancy</b>	Employer identification number <b>23-7245152</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1300 19th Street, NW, 8th Floor</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Washington, DC 20036</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of  Ocean Conservancy  
 Telephone No.  202-429-5609 FAX No.  202-872-0619

- 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 16th, 20 11.

5 For calendar year \_\_\_\_\_, or other tax year beginning October 1, 20 09, and ending June 30, 20 10.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return

Change in accounting period

7 State in detail why you need the extension We recently gathered all the information to prepare the 990. We expect it will take 3 weeks for our tax preparers to complete the return. Additionally since the new 990 includes a line asking if the Board received the 990 before filing, our Board would like an additional 3 weeks to facilitate their detailed review of the 990.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

**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  Kenneth O'Connell Title  Director of Finance Date  1/21/11

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

ATTACHMENT 3

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

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

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 2,875,242. including grants of \$ ) (Revenue \$ )

SUSTAINABLE FISHERIES - OCEAN CONSERVANCY WORKS WITH OUR NATION'S EIGHT REGIONAL FISHERY MANAGEMENT COUNCILS AND HOLDS THEM ACCOUNTABLE FOR IMPROVING U.S. FISHING POLICIES TO ENSURE SUSTAINABLE FISHERIES. WE ARE SHAPING A SHARED VISION FOR RETAILERS, RESTAURANT CHAINS, OTHER SEAFOOD BUSINESSES, AND INDIVIDUAL SEAFOOD BUYERS IN SUPPORT OF GOOD FISHING PRACTICES AND MANAGEMENT POLICIES. OCEAN CONSERVANCY ALSO MOBILIZED TEAMS THROUGHOUT THE GULF OF MEXICO TO BE PART OF THE RESPONSE, RESTORATION AND RECOVERY EFFORT OF THE BP OIL DISASTER AND IS WORKING TO ADVOCATE FOR REFORMS TO ENSURE THAT THIS TRAGEDY IS NEVER REPEATED.

4b (Code: ) (Expenses \$ 1,200,758. including grants of \$ 521. ) (Revenue \$ )

CITIZEN OUTREACH - OCEAN CONSERVANCY LEADS THE WORLD'S LARGEST MARINE DEBRIS CLEANUP EFFORT. ANNUALLY MORE THAN HALF-A-MILLION PEOPLE IN 100 COUNTRIES REMOVE MILLIONS OF POUNDS OF TRASH FROM BEACHES AND WATERWAYS ALL OVER THE WORLD AND COLLECT DATA ON WHAT THEY FIND. THE DATA FROM THE INTERNATIONAL COASTAL CLEANUP HELPS PROVIDE A ROADMAP FOR ELIMINATING MARINE DEBRIS BY DEMONSTRATING THE SCOPE AND SCALE OF THE PROBLEM AND DOCUMENTING TRENDS. ARMED WITH THAT INFORMATION, WE CAN WORK TOGETHER TO REDUCE MARINE DEBRIS AT THE SOURCE, CHANGE BEHAVIORS THAT CAUSE IT, AND SUPPORT BETTER POLICIES TO PREVENT IT FROM CAUSING FURTHER HARM TO OUR VITAL OCEAN ECOSYSTEMS.

4c (Code: ) (Expenses \$ 1,622,950. including grants of \$ 174,537. ) (Revenue \$ )

OCEAN GOVERNANCE - OCEAN CONSERVANCY IS ACTIVELY LEADING A CAMPAIGN TO REFORM OCEAN GOVERNANCE, THE VERY FRAMEWORK THAT DICTATES HOW WE USE, PROTECT, AND RESTORE OCEAN ECOSYSTEMS. WE ARE ADVOCATING FOR NEW NATIONAL AND STATE POLICIES TO IMPROVE COORDINATION AND INTEGRATION OF STATE AND FEDERAL AGENCIES IN MANAGING OUR COASTAL AND OCEAN ECOSYSTEMS. WE ARE STREAMLINING THE WAY WE MANAGE OUR OCEAN ECOSYSTEMS AND RESOURCES AS A WHOLE AND EMBRACING A PROACTIVE PLAN FOR WHAT OUR OCEAN WILL LOOK LIKE IN THE FUTURE. WE ARE ESSENTIALLY TAKING THE PRINCIPLES OF SMART GROWTH THAT HAVE SERVED US SO WELL IN OUR CITIES INTO THE SEA.

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

(Expenses \$ 1,750,187. including grants of \$ ) (Revenue \$ 79,272. )

4e Total program service expenses 7,449,137.

Part IV Checklist of Required Schedules

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



**Part IV Checklist of Required Schedules (continued)**

	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	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 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? . . . . .		
25 a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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 <b>Section 501(c)(3) organizations.</b> 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? <b>Note.</b> All Form 990 filers are required to complete Schedule O. . . . .	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-12b regarding Form 1096, Form W-2G, Form W-3, and various tax compliance requirements.

**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
<b>1a</b>	Enter the number of voting members of the governing body . . . . .	14	
<b>1b</b>	Enter the number of voting members that are independent . . . . .	13	
<b>2</b>	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
<b>3</b>	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
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . . . .		X
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .		X
<b>6</b>	Does the organization have members or stockholders? . . . . .		X
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .		X
<b>7b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8a</b>	a The governing body? . . . . .	X	
<b>8b</b>	b Each committee with authority to act on behalf of the governing body? . . . . .	X	
<b>9a</b>	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
<b>10a</b>	Does the organization have local chapters, branches, or affiliates? . . . . .		X
<b>10b</b>	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? . . . . .		
<b>11</b>	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? . . . . .	X	
<b>11A</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Does the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	X	
<b>12b</b>	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	X	
<b>12c</b>	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	
<b>13</b>	Does the organization have a written whistleblower policy? . . . . .	X	
<b>14</b>	Does the organization have a written document retention and destruction policy? . . . . .	X	
<b>15</b>	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?		
<b>15a</b>	a The organization's CEO, Executive Director, or top management official . . . . .	X	
<b>15b</b>	b Other officers or key employees of the organization . . . . . If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		X
<b>16a</b>	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>16b</b>	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 ► SEE SCHEDULE O
- 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: ► KEN DONALDSON 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036  
202-429-5609

**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			
VERONIQUE SPRUILL PRESIDENT & CEO	40.00	X	X				240,181.	0	20,930.	
CECILY MAJERUS CHAIR	2.00	X					0.	0	0.	
CURTIS BOHLEN VICE CHAIR	2.00	X					0.	0	0.	
BARBARA PAUL ROBINSON TREASURER	2.00	X					0.	0	0.	
PATRICK B. PURCELL SECRETARY	2.00	X					0.	0	0.	
PHILIPPE COUSTEAU BOARD MEMBER	2.00	X					0.	0	0.	
NICOLE LUSKEY BOARD MEMBER	2.00	X					0.	0	0.	
STEVEN MOORE BOARD MEMBER	2.00	X					0.	0	0.	
MICHAEL ORBACH BOARD MEMBER	2.00	X					0.	0	0.	
STEPHEN PALUMBI BOARD MEMBER	2.00	X					0.	0	0.	
DAVID ZACHES BOARD MEMBER	2.00	X					0.	0	0.	
DAVID ALDRICH BOARD MEMBER	2.00	X					0.	0	0.	
THOMAS ALLEN BOARD MEMBER	2.00	X					0.	0	0.	
DANE NICHOLS BOARD MEMBER	2.00	X					0.	0	0.	
DENNIS KELSO EVP/COO	40.00			X			200,504.	0	17,407.	
LAWRENCE AMON CFO	24.00			X			99,524.	0	5,971.	

**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			
AMELIA MONTJOY VP RESOURCE DEVELOPMENT	40.00					X		162,187.	0.	10,194.
LAURA CAPPS VP COMMUNICATIONS	40.00					X		158,227.	0.	13,934.
JANIS JONES VP LEGAL AFFAIRS	40.00					X		163,914.	0.	16,512.
CHRIS DORSETT DIRECTOR	40.00					X		123,361.	0.	13,638.
VICTORIA CORNISH DIRECTOR MARINE WILDLIFE	40.00					X		118,165.	0.	13,673.
SONJA FORDHAM SHARK CONSERVATION PROG DIR	40.00						X	146,044.	0.	6,710.
<b>1b Total</b>								1,412,107.	0.	118,969.

**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 **15**

- 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*

	Yes	No
<b>3</b>	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*

	Yes	No
<b>4</b>	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*

	Yes	No
<b>5</b>		X

**Section B. Independent Contractors**

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

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

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

**Part VIII Statement of Revenue**

23-7245152

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b>	Federated campaigns . . . . .	<b>1a</b> 22,073.					
	<b>b</b>	Membership dues . . . . .	<b>1b</b> 3,220,304.					
	<b>c</b>	Fundraising events . . . . .	<b>1c</b>					
	<b>d</b>	Related organizations . . . . .	<b>1d</b>					
	<b>e</b>	Government grants (contributions) . . . . .	<b>1e</b> 195,683.					
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1f</b> 7,781,387.					
	<b>g</b>	Noncash contributions included in lines 1a-1f: \$ . . . . .	147,306.					
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . .	▶ 11,219,447.					
	<b>Program Service Revenue</b>			<b>Business Code</b>				
<b>2a</b>		ENVIRONMENTAL CONSULTING . . . . .	900099	63,288.	63,288.			
<b>b</b>		CONTRACT OF OFFICE SUPPORT . . . . .	900099	15,384.	15,384.			
<b>c</b>		STIPEND FOR EMPLOYEE SERVICES . . . . .	900099	600.	600.			
<b>d</b>		_____ . . . . .						
<b>e</b>		_____ . . . . .						
<b>f</b>		All other program service revenue . . . . .						
<b>g</b>		<b>Total.</b> Add lines 2a-2f . . . . .	▶ 79,272.					
<b>Other Revenue</b>		<b>3</b>	Investment income (including dividends, interest, and other similar amounts) . . . . .	▶ 288,232.			288,232.	
	<b>4</b>	Income from investment of tax-exempt bond proceeds . . . . .	▶ 0.					
	<b>5</b>	Royalties . . . . .	▶ 229.			229.		
	<b>6a</b>	Gross Rents . . . . .	(i) Real					
			(ii) Personal					
			<b>b</b>	Less: rental expenses . . . . .				
			<b>c</b>	Rental income or (loss) . . . . .				
	<b>d</b>	Net rental income or (loss) . . . . .	▶ 0.					
	<b>7a</b>	Gross amount from sales of assets other than inventory . . . . .	(i) Securities	950,539.				
			(ii) Other					
			<b>b</b>	Less: cost or other basis and sales expenses . . . . .	1,059,961.			
			<b>c</b>	Gain or (loss) . . . . .	-109,422.			
	<b>d</b>	Net gain or (loss) . . . . .	▶ -109,422.			-109,422.		
	<b>8a</b>	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>					
	<b>b</b>	Less: direct expenses . . . . .	<b>b</b>					
	<b>c</b>	Net income or (loss) from fundraising events . . . . .	▶ 0.					
	<b>9a</b>	Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>					
<b>b</b>	Less: direct expenses . . . . .	<b>b</b>						
<b>c</b>	Net income or (loss) from gaming activities . . . . .	▶ 0.						
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . .	<b>a</b> 571.						
<b>b</b>	Less: cost of goods sold . . . . .	<b>b</b>						
<b>c</b>	Net income or (loss) from sales of inventory . . . . .	▶ 571.			571.			
		<b>Miscellaneous Revenue</b>	<b>Business Code</b>					
<b>11a</b>	LIST RENTAL . . . . .	900004	54,175.			54,175.		
<b>b</b>	MISCELLANEOUS INCOME . . . . .	900099	99.			99.		
<b>c</b>	_____ . . . . .							
<b>d</b>	All other revenue . . . . .							
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . .	▶ 54,274.						
<b>12</b>	<b>Total Revenue.</b> See instructions . . . . .	▶ 11,532,603.	79,272.		233,884.			



**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 . . .	175,058.	175,058.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	0.			
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	578,461.	384,500.	154,932.	39,029.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . .	0.			
7 Other salaries and wages . . . . .	3,169,508.	2,299,069.	308,425.	562,014.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	157,998.	113,796.	19,039.	25,163.
9 Other employee benefits . . . . .	775,731.	558,710.	93,479.	123,542.
10 Payroll taxes . . . . .	272,912.	196,561.	32,887.	43,464.
11 Fees for services (non-employees):				
a Management . . . . .	0.			
b Legal . . . . .	35,683.	35,683.	0.	0.
c Accounting . . . . .	94,043.	1,800.	92,243.	0.
d Lobbying . . . . .	0.			
e Professional fundraising services. See Part IV, line 17	234,002.			234,002.
f Investment management fees . . . . .	61,696.	11,331.	50,365.	0.
g Other . . . . .	1,155,229.	950,635.	71,804.	132,790.
12 Advertising and promotion . . . . .	196,888.	143,367.	0.	53,521.
13 Office expenses . . . . .	2,056,700.	1,176,034.	134,187.	746,479.
14 Information technology . . . . .	71,093.	65,316.	2,478.	3,299.
15 Royalties . . . . .	896,744.	649,012.	139,272.	108,460.
16 Occupancy . . . . .	481,520.	461,191.	9,975.	10,354.
17 Travel . . . . .	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings . . . .	0.			
20 Interest . . . . .	122,144.	331.	121,739.	74.
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . .	130,283.	86,417.	24,784.	19,082.
23 Insurance . . . . .	50,859.	36,574.	7,997.	6,288.
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 FUNDRAISING EXPENSES	69,344.	0.	0.	69,344.
b CHANGE IN PLEDGES ALLOWANCE	-15,829.	0.	-15,829.	0.
c DUES AND SUBSCRIPTIONS	34,442.	29,798.	1,459.	3,185.
d OTHER MATERIALS/INCENTIVES	17,353.	9,171.	1,582.	6,600.
e LIST RENTALS	77,670.	28,158.	0.	49,512.
f All other expenses	48,752.	36,625.	945.	11,182.
25 Total functional expenses. Add lines 1 through 24f	10,948,284.	7,449,137.	1,251,763.	2,247,384.
26 Joint Costs. Check here <input checked="" type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	7,753.	1	600.
	2	Savings and temporary cash investments	264,930.	2	682,754.
	3	Pledges and grants receivable, net	7,052,954.	3	5,954,744.
	4	Accounts receivable, net	87,449.	4	46,994.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	145,193.	9	205,305.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	1,773,583.		
	b	Less: accumulated depreciation	1,430,562.	10c	343,021.
	11	Investments - publicly traded securities	11,117,948.	11	10,772,674.
	12	Investments - other securities. See Part IV, line 11	635,341.	12	1,104,003.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets	34,454.	14	21,930.
	15	Other assets. See Part IV, line 11	801,804.	15	802,221.
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	20,454,045.	16	19,934,246.	
Liabilities	17	Accounts payable and accrued expenses	1,043,328.	17	976,410.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	3,196,041.	23	2,377,734.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D	917,050.	25	751,397.
	26	<b>Total liabilities.</b> Add lines 17 through 25	5,156,419.	26	4,105,541.
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	3,289,951.	27	5,109,546.
	28	Temporarily restricted net assets	10,415,505.	28	9,126,989.
	29	Permanently restricted net assets	1,592,170.	29	1,592,170.
	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	<b>Total net assets or fund balances</b>	15,297,626.	33	15,828,705.	
34	<b>Total liabilities and net assets/fund balances</b>	20,454,045.	34	19,934,246.	



**Part XI** Financial Statements and Reporting

- 1** Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .
- b** Were the organization's financial statements audited by an independent accountant? . . . . .
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . .  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2009**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

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

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

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

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

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

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

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

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

**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
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .	13,892,229.	16,041,532.	18,467,534.	16,135,997.	11,219,447.	75,756,739.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>4 Total.</b> Add lines 1 through 3 . . . . .	13,892,229.	16,041,532.	18,467,534.	16,135,997.	11,219,447.	75,756,739.
<b>5</b> 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). . . . .						18,814,340.
<b>6 Public support.</b> Subtract line 5 from line 4.						56,942,399.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>7</b> Amounts from line 4 . . . . .	13,892,229.	16,041,532.	18,467,534.	16,135,997.	11,219,447.	75,756,739.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	724,534.	666,615.	650,639.	407,949.	289,032.	2,738,769.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .	92,399.	98,085.	32,875.	195,358.	54,274.	472,991.
<b>11 Total support.</b> Add lines 7 through 10 . . . . .						78,968,499.
<b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .					12	386,751.
<b>13</b> 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**

<b>14</b> Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) . . . . .	<b>14</b>	72.11%
<b>15</b> Public support percentage from 2008 Schedule A, Part II, line 14 . . . . .	<b>15</b>	73.70%
<b>16a 33 1/3% support test - 2009.</b> 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>b 33 1/3% support test - 2008.</b> 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"/>
<b>17a 10%-facts-and-circumstances test - 2009.</b> 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>b 10%-facts-and-circumstances test - 2008.</b> 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"/>
<b>18 Private foundation.</b> 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

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

Section B. Total Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support; 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Value, Percentage. Row 15: Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2008 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Value, Percentage. Row 17: Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2008 Schedule A, Part III, line 17.

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

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

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

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
LIST RENTAL	57,601.	45,871.	28,939.	80,613.	54,175.	267,199.
ROYALTIES	34,798.	52,214.	0.	78,510.	0.	165,522.
MISCELLANEOUS INCOME	0.	0.	3,936.	36,235.	99.	40,270.
<b>TOTALS</b>	<u>92,399.</u>	<u>98,085.</u>	<u>32,875.</u>	<u>195,358.</u>	<u>54,274.</u>	<u>472,991.</u>

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

**2009**

**Name of the organization**  
OCEAN CONSERVANCY

**Employer identification number**  
23-7245152

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization **OCEAN CONSERVANCY**

Employer identification number  
23-7245152

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	_____	\$ 2,195,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	_____	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	_____	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	_____	\$ 455,048.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	_____	\$ 380,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	_____	\$ 290,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**Political Campaign and Lobbying Activities**

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

**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 OCEAN CONSERVANCY	Employer identification number 23-7245152
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**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

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

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

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

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

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

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



**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) . . . . .	6,171.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	90,501.													
c	Total lobbying expenditures (add lines 1a and 1b) . . . . .	96,672.													
d	Other exempt purpose expenditures . . . . .	10,851,612.													
e	Total exempt purpose expenditures (add lines 1c and 1d) . . . . .	10,948,284.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	697,414.													
<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) . . . . .	174,354.													
h	Subtract line 1g from line 1a. If zero or less, enter -0- . . . . .														
i	Subtract line 1f from line 1c. If zero or less, enter -0- . . . . .														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? . . . . .		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period						
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total	
2 a	Lobbying non-taxable amount	936,289.	3,594.	12,839.	697,414.	1,650,136.
b	Lobbying ceiling amount (150% of line 2a, column (e))					2,475,204.
c	Total lobbying expenditures	173,622.	12,303.	61,513.	96,672.	344,110.
d	Grassroots nontaxable amount	234,072.	899.	3,097.	174,354.	412,422.
e	Grassroots ceiling amount (150% of line 2d, column (e))					618,633.
f	Grassroots lobbying expenditures	139,994.	5,665.	434.	6,171.	152,264.

**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
<b>1</b> 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:			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities? If "Yes," describe in Part IV			
<b>j</b> Total. Add lines 1c through 1i			
<b>2 a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> 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
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?		
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
<b>3</b> Did the organization agree to carryover lobbying and political expenditures from the prior year?		

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

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	<b>2a</b>	
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b> 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?		
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>4</b>	
	<b>5</b>	

**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.

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

Area with horizontal dashed lines for supplemental information.

Supplemental Financial Statements

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990. See separate instructions.

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for various metrics.

- 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...
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes...

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

Table with 2 columns: Held at the End of the Year, rows 2a-2d.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet...

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:
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:

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

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

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

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

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

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

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

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

	Amount
c Beginning balance . . . . .	<b>1c</b>
d Additions during the year . . . . .	<b>1d</b>
e Distributions during the year . . . . .	<b>1e</b>
f Ending balance . . . . .	<b>1f</b>

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 . . . . .	1,915,018.	1,975,495.			
b Contributions . . . . .	0.	0.			
c Net investment earnings, gains, and losses . . . . .	6,244.	50,658.			
d Grants or scholarships . . . . .	0.	0.			
e Other expenditures for facilities and programs . . . . .	0.	0.			
f Administrative expenses . . . . .	89,701.	111,135.			
g End of year balance . . . . .	1,831,561.	1,915,018.			

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

- a Board designated or quasi-endowment ▶ 0.0000 %
- b Permanent endowment ▶ 83.0000 %
- c Term endowment ▶ 17.0000 %

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .				
b Buildings . . . . .				
c Leasehold improvements . . . . .		44,575.	15,927.	28,648.
d Equipment . . . . .		1,524,850.	1,230,325.	294,525.
e Other . . . . .		204,158.	184,310.	19,848.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . .				343,021.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives . . . . .		
Closely-held equity interests . . . . .		
Other REAL ESTATE INVESTMENT FUNDS	1,007,880.	FMV
ALTERNATIVE INVESTMENTS	96,123.	FMV
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<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	1,104,003.	

**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
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

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

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

1. (a) Description of liability	(b) Amount
Federal income taxes	
CHARITABLE GIFT ANNUITIES	644,644.
DEFERRED RENT	106,753.
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	751,397.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	11,532,603.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	10,948,284.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	584,319.
4	Net unrealized gains (losses) on investments	4	-53,241.
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	-53,241.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	531,078.

**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	11,463,613.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-53,241.
b	Donated services and use of facilities	2b	9,825.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	-43,416.
3	Subtract line 2e from line 1	3	11,507,029.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	25,574.
c	Add lines 4a and 4b	4c	25,574.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	11,532,603.

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

1	Total expenses and losses per audited financial statements	1	10,932,535.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	9,825.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	9,825.
3	Subtract line 2e from line 1	3	10,922,710.
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	25,574.
c	Add lines 4a and 4b	4c	25,574.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	10,948,284.

**Part XIV Supplemental Information**

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

SEE PAGE 5

**Part XIV** Supplemental Information (continued)

## USE OF ENDOWMENT FUNDS

FORM 990, SCHEDULE PART V

DONORS' INTENT IN CONTRIBUTING TO THE ENDOWMENT FUND WAS TO PROVIDE AN ONGOING SOURCE OF FUNDING FOR THE GENERAL OPERATIONS OF THE ORGANIZATION.

THERE ARE NO DONOR RESTRICTIONS AS TO HOW INCOME GENERATED FROM THE ENDOWMENT MAY BE USED. IN ORDER TO HONOR DONOR INTENT, THE BOARD OF DIRECTORS HAS AUTHORIZED AN ANNUAL DISTRIBUTION OF 5% OF THE FAIR MARKET VALUE OF THE FUND ANNUALLY. THE DISTRIBUTION IS MEANT TO FUND GENERAL OPERATIONS OF THE ORGANIZATION.

## OTHER REVENUE ITEMS

FORM 990, SCHEDULE D, PART XII, LINE 4B

TIME VALUATION OF PLEDGES = 25,574

## OTHER EXPENSE ITEMS

FORM 990, SCHEDULE D, PART XIII, LINE 4B

TIME VALUATION OF PLEDGES = 25,574



**SCHEDULE G**

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Name of the organization

OCEAN CONSERVANCY

**Supplemental Information Regarding Fundraising or Gaming Activities**

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

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

OMB No. 1545-0047

**2009**

**Open To Public Inspection**

Employer identification number

23-7245152

**Part I**

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
  - a  Mail solicitations
  - b  Internet and email solicitations
  - c  Phone solicitations
  - d  In-person solicitations
  - e  Solicitation of non-government grants
  - f  Solicitation of government grants
  - g  Special fundraising events
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
MAL WARWICK & ASSOCIATES	DIRECT MAIL		X	3,173,182.	113,813.	3,059,370.
WATERSHED	INTERNET FUNDRAISING		X	58,200.	41,690.	16,510.
DONOR SERVICES GROUP	TELE-MARKETING		X	106,093.	78,499.	27,594.
<b>Total</b>	▶			3,337,475.	234,002.	3,103,474.

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

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

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

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

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

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

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

		Yes	No
<b>13</b>	Indicate the percentage of gaming activity operated in:		
<b>a</b>	The organization's facility . . . . . <b>13a</b> %		
<b>b</b>	An outside facility . . . . . <b>13b</b> %		
<b>14</b>	Enter the name and address of the person who prepares the organization's gaming/special events books and records:		
	Name ▶ _____		
	Address ▶ _____		
<b>15a</b>	Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . <b>15a</b>		
<b>b</b>	If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____		
<b>c</b>	If "Yes," enter name and address of the third party:		
	Name ▶ _____		
	Address ▶ _____		
<b>16</b>	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		
<b>17</b>	Mandatory distributions:		
<b>a</b>	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . <b>17a</b>		
<b>b</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 ▶ \$ _____		

**SCHEDULE I  
(Form 990)**

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

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

OMB No. 1545-0047

**2009**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

**Part I General Information on Grants and Assistance**

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

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
	DUKE CENTER FOR MARINE CONSERVATION BEAUFORT, NC 28516	56-0532129	501(C)(3)	10,000.				SEE PART IV
	SKY TRUTH SHEPHERDSTOWN, WV 25442-3283	54-2059475	501(C)(3)	20,000.				SEE PART IV
	THE NATURE CONSERVANCY ARLINGTON, VA 22203-1606	53-0242652	501(C)(3)	139,337.				SEE PART IV

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

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

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

Schedule I (Form 990) 2009

**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 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.

MONITORING PROCESS OF GRANTS

FORM 990, SCHEDULE I, PART I

OCEAN CONSERVANCY MONITORS GRANTEEES BY REQUIRING FULL FINANCIAL REPORTS

ALONG WITH SPECIFIC PROJECT DELIVERABLES.

PURPOSE OF GRANT OR ASSISTANCE (SEE NEXT PAGE)

**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 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.

FORM 990, SCHEDULE I, PART II

THE PURPOSE OF THE DUKE CENTER FOR MARINE CONSERVATION GRANT WAS TO SUPPORT DUKE GLOBAL FELLOWS PROGRAM AND SPONSOR BYCATCH MITIGATION.

THE PURPOSE OF THE SKY TRUTH GRANT WAS TO MONITOR THE OIL SPILL IN THE GULF OF MEXICO.

THE PURPOSE OF THE NATURE CONSERVANCY GRANT WAS TO DEVELOP A PARTNERSHIP TO IMPROVE ENGAGEMENT WITH SPECIFIC STAKEHOLDER NETWORKS (BOTH WITHIN THE ADMINISTRATION AND WITH A VARIETY OF STAKEHOLDERS ON THE GROUND) AND

**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 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.

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DEVELOP SUPPORTIVE TOOLS TO PROMOTE THE NEED FOR A FEDERAL MARINE SPATIAL

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PLANNING FRAMEWORK AND SUPPORTIVE FUNDING MECHANISMS.

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**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

OCEAN CONSERVANCY

Employer identification number

23-7245152

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

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

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

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input 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? . . . . .

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .

**c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

**a** The organization? . . . . .

**b** Any related organization? . . . . .

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

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

**a** The organization? . . . . .

**b** Any related organization? . . . . .

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

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

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

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

	Yes	No
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		X

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

Schedule J (Form 990) 2009



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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
VERONIQUE SPRUILL	(i) 239,418.	0.	763.	14,365.	6,565.	261,111.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
DENNIS KELSO	(i) 198,748.	0.	1,756.	11,925.	5,482.	217,911.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
AMELIA MONTJOY	(i) 159,612.	0.	2,575.	9,577.	617.	172,381.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
LAURA CAPPS	(i) 158,055.	0.	172.	9,483.	4,451.	172,161.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
SONJA FORDHAM	(i) 86,605.	0.	59,439.	5,196.	1,514.	152,754.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
JANIS JONES	(i) 163,705.	0.	209.	9,822.	6,690.	180,426.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	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.

Area with horizontal dashed lines for supplemental information.

# Noncash Contributions

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

## 2009

**Open To Public Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
**OCEAN CONSERVANCY**

Employer identification number  
**23-7245152**

**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 . . . . .	X		15,950.	FAIR MARKET VALUE
5 Clothing and household goods . . . . .	X		409.	FAIR MARKET VALUE
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities-Publicly traded . . . . .	X	12	126,273.	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 ▶ ( OTHER SUPPLIES ) . . . . .	X	30	4,674.	FAIR MARKET VALUE
26 Other ▶ ( _____ ) . . . . .				
27 Other ▶ ( _____ ) . . . . .				
28 Other ▶ ( _____ ) . . . . .				

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

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

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

**Part II**

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

Dashed lines for supplemental information.

**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

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

OMB No. 1545-0047

**2009**

**Open to Public  
Inspection**

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

ATTACHMENT 2

FORM 990 REVIEW PROCESS

FORM 990, PART VI, LINE 11A

THE CHIEF FINANCIAL OFFICER AND DIRECTOR OF FINANCE REVIEW THE DRAFT 990.

AFTER THEIR REVIEW, THE 990 IS FORWARDED TO THE TREASURER. THE  
TREASURER PERFORMS A DETAILED REVIEW OF THE 990, AND THEN PRESENTS THE  
990 TO THE EXECUTIVE COMMITTEE OF THE BOARD. ONCE ALL COMMENTS FROM THE  
EXECUTIVE COMMITTEE HAVE BEEN ADDRESSED, THE 990 IS DISTRIBUTED TO THE  
ENTIRE BOARD BEFORE FILING.

CONFLICTS OF INTEREST

FORM 990, PART VI, LINE 12

CONFLICT OF INTEREST POLICY DISCLOSURE STATEMENTS ARE TO BE PREPARED AT  
LEAST ANNUALLY. IN THE CASE WHERE A POSSIBLE CONFLICT BY AN EMPLOYEE  
OTHER THAN THE PRESIDENT OF THE ORGANIZATION IS IDENTIFIED, THE PRESIDENT  
AND CEO SHALL DETERMINE WHETHER AN ACTUAL OR POTENTIAL CONFLICT OF  
INTEREST EXISTS OR CAN BE REASONABLY CONSTRUED TO EXIST AND HOW THE  
CONFLICT OF INTEREST SHOULD BE RESOLVED. WHEN A CONFLICT OF INTEREST IS  
DISCLOSED BY A COVERED PERSON OTHER THAN A COVERED EMPLOYEE OR BY THE  
PRESIDENT AND CEO, THE CHAIR SHALL DISCLOSE THE CONFLICT OF INTEREST TO  
THE BOARD OF DIRECTORS, OR A DESIGNATED COMMITTEE. THEN, BY MAJORITY  
VOTE OF THE DISINTERESTED DIRECTORS (EVEN IF THE DISINTERESTED DIRECTORS  
CONSTITUTE LESS THAN A QUORUM), IT WILL BE DECIDED WHETHER AN ACTUAL OR  
POTENTIAL CONFLICT OF INTEREST EXISTS OR CAN BE REASONABLY CONSTRUED TO  
EXIST. PROPOSALS TO THE FULL BOARD OF DIRECTORS AS TO HOW THE CONFLICT

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

ATTACHMENT 2 (CONT'D)

OF INTEREST SHOULD BE RESOLVED WILL THEN BE PROVIDED.

#### DETERMINING COMPENSATION

FORM 990, PART VI, LINE 15

THE BOARD SETS THE CEO'S COMPENSATION BASED ON ITS EVALUATION OF HER PERFORMANCE USING MARKET SURVEYS, TAKING INTO ACCOUNT THE ORGANIZATION'S FINANCIAL SITUATION AND PERFORMANCE. LIKewise, THE CEO SETS ALL EMPLOYEE COMPENSATION ALSO BASED ON PERFORMANCE EVALUATIONS, MARKET SURVEYS AND THE ORGANIZATION'S FINANCIAL SITUATION AND PERFORMANCE.

#### AVAILABILITY OF OTHER DOCUMENTS

FORM 990, PART VI, LINE 19

OCEAN CONSERVANCY'S AUDITED FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

#### STATES IN WHICH FORM 990 IS REQUIRED TO BE FILED

FORM 990, PART VI, LINE 17

ALABAMA, ALASKA, ARIZONA, ARKANSAS, CALIFORNIA, COLORADO, CONNECTICUT, DISTRICT OF COLUMBIA, FLORIDA, GEORGIA, ILLINOIS, KANSAS, KENTUCKY, LOUISIANA, MAINE, MARYLAND, MASSACHUSETTS, MICHIGAN, MINNESOTA, MISSISSIPPI, MISSOURI, NEW HAMPHSIRE, NEW JERSEY, NEW MEXICO, NEW YORK, NORTH CAROLINA, NORTH DAKOTA, OHIO, OKLAHOMA, OREGON, PENNSYLVANIA, RHODE ISLAND, SOUTH CAROLINA, TENNESSEE, TEXAS, VIRGINIA, WASHINGTON, WEST VIRGINIA, WISCONSIN.

#### FUNDRAISING ACTIVITY EXPENSES

FORM 990, SCHEDULE G, PART I, LINE 2B, COLUMN (V)

THE TOTAL AMOUNT OF FUNDRAISING EXPENSES WERE \$303,346. OF THIS AMOUNT,

Name of the organization OCEAN CONSERVANCY	Employer identification number 23-7245152
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ATTACHMENT 2 (CONT'D)

\$234,002 WAS PAID DIRECTLY TO THE FUNDRAISER. THE REMAINING EXPENSES WERE COMPOSED OF PRINTING, POSTAGE AND OTHER FEES TOTALING \$69,344.

## CHANGE IN ACCOUNTING PERIOD

FORM 990

THE ORGANIZATION HAS CHANGED THEIR FISCAL YEAR END TO JUNE 30. THE RESULTING FINANCIAL AMOUNTS REFLECT THE PERIOD ENDING JUNE 30, 2010.

ATTACHMENT 3FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

OCEAN CONSERVANCY PROMOTES HEALTHY AND DIVERSE OCEAN ECOSYSTEMS AND OPPOSES PRACTICES THAT THREATEN OCEAN LIFE AND HUMAN LIFE. THROUGH RESEARCH, EDUCATION, AND SCIENCE-BASED ADVOCACY, OCEAN CONSERVANCY INFORMS, INSPIRES, AND EMPOWERS PEOPLE TO SPEAK AND ACT ON BEHALF OF THE OCEANS.

ATTACHMENT 4990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
MAL WARWICK & ASSOCIATES 2550 NINTH STREET, SUITE 103 BERKELEY, CA 94710	FUNDRAISING	116,063.
SANDRA WHITEHOUSE 175 CARROLL AVENUE NEWPORT, RI 02840	MARINE SPATIAL PLAN	126,000.
	TOTAL COMPENSATION	<u>242,063.</u>

**Application To Adopt, Change, or Retain a Tax Year**

OMB No. 1545-0134  
 Attachment  
 Sequence No. **148**

▶ See separate instructions.

**Part I General Information**

**Important:** All filers must complete Part I and sign below. See instructions.

Type or Print	Name of filer (if a joint return is filed, also enter spouse's name) (see instructions) <b>Ocean Conservancy</b>	Filer's identifying number <b>23-7245152</b>
	Number, street, and room or suite no. (if a P.O. box, see instructions) <b>1300 19th Street, NW, 8th Floor</b>	Service Center where income tax return will be filed <b>Ogden, UT</b>
	City or town, state, and ZIP code <b>Washington, DC 20036</b>	Filer's area code and telephone number/Fax number <b>( 202 ) 429-5609 / ( 202 ) 872-0619</b>
	Name of applicant, if different than the filer (see instructions)	Applicant's identifying number (see instructions)
	Name of person to contact (if not the applicant or filer, attach a power of attorney)	Contact person's area code and telephone number/Fax number ( ) / ( )

**1** Check the appropriate box(es) to indicate the type of applicant (see instructions).

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> Individual                         | <input type="checkbox"/> Cooperative (sec. 1381(a))  | <input type="checkbox"/> Passive foreign investment company (PFIC) (sec. 1297)       |
| <input type="checkbox"/> Partnership                        | <input type="checkbox"/> Controlled foreign corporation (CFC) (sec. 957)   | <input type="checkbox"/> Other foreign corporation                                   |
| <input type="checkbox"/> Estate                             | <input type="checkbox"/> Foreign sales corporation (FSC) or Interest-charge domestic international sales corporation (IC-DISC) | <input checked="" type="checkbox"/> Tax-exempt organization                          |
| <input type="checkbox"/> Domestic corporation               | <input type="checkbox"/> Specified foreign corporation (SFC) (sec. 898)  | <input type="checkbox"/> Homeowners Association (sec. 528)                           |
| <input type="checkbox"/> S corporation                      | <input type="checkbox"/> 10/50 corporation (sec. 904(d)(2)(E))   | <input type="checkbox"/> Other _____<br>(Specify entity and applicable Code section) |
| <input type="checkbox"/> Personal service corporation (PSC) | <input type="checkbox"/> Trust   |  |

**2a** Approval is requested to (check one) (see instructions):

- Adopt a tax year ending ▶ \_\_\_\_\_ (Partnerships and PSCs: Go to Part III after completing Part I.)  
 Change to a tax year ending ▶ **June 30th**  Retain a tax year ending ▶ \_\_\_\_\_

**b** If changing a tax year, indicate the date the present tax year ends. ▶ **September 30th**

**c** If adopting or changing a tax year, the first return or short period return will be filed for the tax year beginning ▶ **October 1**, 20 **09**, and ending ▶ **June 30**, 20 **10**

**3** Is the applicant's present tax year, as stated on line 2b above, also its current financial reporting year? ▶  Yes  No

If "No," attach an explanation.

**4** Indicate the applicant's present overall method of accounting.

- Cash receipts and disbursements method  Accrual method  
 Other method (specify) ▶ \_\_\_\_\_

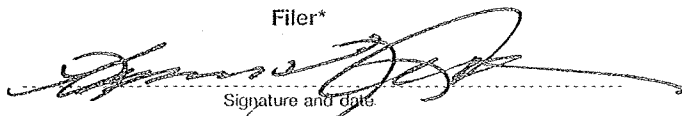
**5** State the nature of the applicant's business or principal source of income.

**Ocean Conservancy is funded by charitable contributions, and is a conservation based organization.**

**Signature—All Filers (See Who Must Sign in the instructions.)**

Under penalties of perjury, I declare that I have examined this application, 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 filer) is based on all information of which preparer has any knowledge.

Filer\*



Signature and date

\_\_\_\_\_  
 Name and title (print or type)  
**Lawrence J. Amon, CFO**

Preparer (other than filer)

Signature of individual preparing the application and date

\_\_\_\_\_  
 Name of individual preparing the application

\*If the application is filed on behalf of a controlled foreign corporation or a 10/50 corporation by a controlling domestic shareholder, see instructions.

\_\_\_\_\_  
 Name of firm preparing the application



**Part II Automatic Approval Request** (see instructions)

- Identify the revenue procedure under which this automatic approval request is filed ▶

**Section A—Corporations (Other Than S Corporations or Personal Service Corporations) (Rev. Proc. 2006-45, or its successor)**

	Yes	No
1 Is the applicant a corporation (including a homeowners association (section 528)) that is requesting a change in tax year and is not precluded from using the automatic approval rules under section 4 of Rev. Proc. 2006-45 (or its successor)? (see instructions) ▶		
2 Does the corporation intend to elect to be an S corporation for the tax year immediately following the short period? If "Yes" and the corporation is electing to change to a permitted tax year, file Form 1128 as an attachment to Form 2553.		
3 Is the applicant a corporation requesting a concurrent change for a CFC, FSC or IC-DISC? (see instructions) ▶		

**Section B—Partnerships, S Corporations, Personal Service Corporations (PSCs), and Trusts (Rev. Proc. 2006-46, or its successor)**

4 Is the applicant a partnership, S corporation, PSC, or trust that is requesting a tax year and is not precluded from using the automatic approval rules under section 4 of Rev. Proc. 2006-46 (or its successor)? (see instructions) ▶		
5 Is the partnership, S corporation, PSC, or trust requesting to change to its required tax year or a partnership, S corporation, or PSC that wants to change to a 52-53 week tax year ending with reference to such tax year? ▶		
6 Is the partnership, S corporation, or PSC (other than a member of a tiered structure) requesting a tax year that coincides with its natural business year described in section 4.01(2) of Rev. Proc. 2006-46 (or its successor)? Attach a statement showing gross receipts for the most recent 47 months. (See instructions for information required to be submitted) ▶		
7 Is the S corporation requesting an ownership tax year? (see instructions) ▶		
8 Is the applicant a partnership requesting a concurrent change pursuant to section 6.09 of Rev. Proc. 2006-45 (or its successor) or section 5.04(8) of Rev. Proc. 2002-39 (or its successor)? (see instructions) ▶		

**Section C—Individuals (Rev. Proc. 2003-62, or its successor) (see instructions)**

9 Is the applicant an individual requesting a change from a fiscal year to a calendar year? ▶		
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**Section D—Tax-Exempt Organizations (Rev. Proc. 76-10 or 85-58) (see instructions)**

10 Is the applicant a tax-exempt organization requesting a change? ▶	✓	
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**Part III Ruling Request** (All applicants requesting a ruling must complete Section A and any other section that applies to the entity. See instructions.) (Rev. Proc. 2002-39, or its successor)

**Section A—General Information**

	Yes	No
1 Is the applicant a partnership, S corporation, personal service corporation, or trust that is under examination by the IRS, before an appeals office, or a Federal court? ▶ If "Yes," see the instructions for information that must be included on an attached explanation.		
2 Has the applicant changed its annual accounting period at any time within the most recent 48-month period ending with the last month of the requested tax year? ▶ If "Yes" and a letter ruling was issued granting approval to make the change, attach a copy of the letter ruling, or if not available, an explanation including the date approval was granted. If a letter ruling was not issued, indicate when and explain how the change was implemented.		
3 Within the most recent 48-month period, has any accounting period application been withdrawn, not perfected, denied, or not implemented? ▶ If "Yes," attach an explanation.		
4a Is the applicant requesting to establish a business purpose under section 5.02(1) of Rev. Proc. 2002-39 (or its successor)? ▶ If "Yes," attach an explanation of the legal basis supporting the requested tax year (see instructions).		
b If your business purpose is based on one of the natural business year tests under section 5.03, check the applicable box. <input type="checkbox"/> Annual business cycle test <input type="checkbox"/> Seasonal business test <input type="checkbox"/> 25-percent gross receipts test Attach a statement showing gross receipts from sales and services (and inventory cost if applicable) for the test period. (see instructions)		
5 Enter the taxable income or (loss) for the 3 tax years immediately preceding the year of change and for the short period. If necessary, estimate the amount for the short period. Short period            \$ .....            First preceding year    \$ ..... Second preceding year \$ .....            Third preceding year    \$ ..... <b>Note:</b> <i>Individuals, enter adjusted gross income. Partnerships and S corporations, enter ordinary income. Section 501(c) organizations, enter unrelated business taxable income. Estates, enter adjusted total income. All other applicants, enter taxable income before net operating loss deduction and special deductions.</i>		

6 Corporations only, enter the losses or credits, if any, that were generated or that expired in the short period:			Yes	No
	Generated	Expiring		
Net operating loss	\$ _____	\$ _____		
Capital loss	\$ _____	\$ _____		
Unused credits	\$ _____	\$ _____		
7 Enter the amount of deferral, if any, resulting from the change (see section 5.05(1), (2), (3) and 6.01(7) of Rev. Proc. 2002-39, or its successor) <span style="float: right;">▶ \$ _____</span>				
8a Is the applicant a U.S. shareholder in a CFC? <span style="float: right;">▶</span>				
If "Yes," attach a statement for each CFC providing the name, address, identifying number, tax year, the percentage of total combined voting power of the applicant, and the amount of income included in the gross income of the applicant under section 951 for the 3 tax years immediately before the short period and for the short period.				
b Will each CFC concurrently change its tax year? <span style="float: right;">▶</span>				
If "Yes" to line 8b, go to Part II, line 3.				
If "No," attach a statement explaining why the CFC will not be conforming to the tax year requested by the U.S. shareholder.				
9a Is the applicant a U.S. shareholder in a PFIC as defined in section 1297? <span style="float: right;">▶</span>				
If "Yes," attach a statement providing the name, address, identifying number, and tax year of the PFIC, the percentage of interest owned by the applicant, and the amount of distributions or ordinary earnings and net capital gain from the PFIC included in the income of the applicant.				
b Did the applicant elect under section 1295 to treat the PFIC as a qualified electing fund? <span style="float: right;">▶</span>				
10a Is the applicant a member of a partnership, a beneficiary of a trust or estate, a shareholder of an S corporation, a shareholder of an IC-DISC, or a shareholder of an FSC? <span style="float: right;">▶</span>				
If "Yes," attach a statement providing the name, address, identifying number, type of entity (partnership, trust, estate, S corporation, IC-DISC, or FSC), tax year, percentage of interest in capital and profits, or percentage of interest of each IC-DISC or FSC and the amount of income received from each entity for the first preceding year and for the short period. Indicate the percentage of gross income of the applicant represented by each amount.				
b Will any partnership concurrently change its tax year to conform with the tax year requested? <span style="float: right;">▶</span>				
c If "Yes" to line 10b, has any Form 1128 been filed for such partnership? <span style="float: right;">▶</span>				
11 Does the applicant or any related entity currently have any accounting method, tax year, ruling, or technical advice request pending with the IRS National Office? <span style="float: right;">▶</span>				
If "Yes," attach a statement explaining the type of request (method, tax year, etc.) and the specific issues involved in each request.				
12 Is Form 2848, Power of Attorney and Declaration of Representative, attached to this application? <span style="float: right;">▶</span>				
13 Does the applicant request a conference of right (in person or by telephone) with the IRS National Office, if the IRS proposes to disapprove the application? <span style="float: right;">▶</span>				
14 Enter amount of user fee attached to this application (see instructions) <span style="float: right;">▶ \$ _____</span>				
<b>Section B—Corporations (other than S corporations and controlled foreign corporations) (see instructions)</b>				
15 Enter the date of incorporation. ▶				
16a Does the corporation intend to elect to be an S corporation for the tax year immediately following the short period? <span style="float: right;">▶</span>			Yes	No
b If "Yes," will the corporation be going to a permitted S corporation tax year? <span style="float: right;">▶</span>				
If "No" to line 16b, attach an explanation.				
17 Is the corporation a member of an affiliated group filing a consolidated return? <span style="float: right;">▶</span>				
If "Yes," attach a statement providing (a) the name, address, identifying number used on the consolidated return, tax year, and Service Center where the applicant files the return; (b) the name, address, and identifying number of each member of the affiliated group; (c) the taxable income (loss) of each member for the 3 years immediately before the short period and for the short period; and (d) the name of the parent corporation.				
18a Personal service corporations (PSCs): Attach a statement providing each shareholder's name, type of entity (individual, partnership, corporation, etc.), address, identifying number, tax year, percentage of ownership, and amount of income received from the PSC for the first preceding year and the short period.				
b If the PSC is using a tax year other than the required tax year, indicate how it obtained its tax year.				
<input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____)				
<input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))				

**Section C—S Corporations** (see instructions)

	Yes	No
19 Enter the date of the S corporation election. ▶		
20 Is any shareholder applying for a corresponding change in tax year? . . . . . ▶ If "Yes," each shareholder requesting a corresponding change in tax year must file a separate Form 1128 to get advance approval to change its tax year.		
21 If the corporation is using a tax year other than the required tax year, indicate how it obtained its tax year. <input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____ ) <input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))		
22 Attach a statement providing each shareholder's name, type of shareholder (individual, estate, qualified subchapter S Trust, electing small business trust, other trust, or exempt organization), address, identifying number, tax year, percentage of ownership, and the amount of income each shareholder received from the S corporation for the first preceding year and for the short period.		

**Section D—Partnerships** (see instructions)

	Yes	No
23 Enter the date the partnership's business began. ▶		
24 Is any partner applying for a corresponding change in tax year? . . . . . ▶		
25 Attach a statement providing each partner's name, type of partner (individual, partnership, estate, trust, corporation, S corporation, IC-DISC, etc.), address, identifying number, tax year, and the percentage of interest in capital and profits.		
26 Is any partner a shareholder of a PSC as defined in Regulations section 1.441-3(c)? . . . . . ▶ If "Yes," attach a statement providing the name, address, identifying number, tax year, percentage of interest in capital and profits, and the amount of income received from each PSC for the first preceding year and for the short period.		
27 If the partnership is using a tax year other than the required tax year, indicate how it obtained its tax year. <input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____ ) <input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))		

**Section E—Controlled Foreign Corporations (CFC)**

28 Attach a statement for each U.S. shareholder (as defined in section 951(b)) providing the name, address, identifying number, tax year, percentage of total value and percentage of total voting power, and the amount of income included in gross income under section 951 for the 3 tax years immediately before the short period and for the short period.		
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**Section F—Tax-Exempt Organizations**

	Yes	No
29 Type of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Other (specify) ▶		
30 Date of organization. ▶		
31 Code section under which the organization is exempt. ▶		
32 Is the organization required to file an annual return on Form 990, 1120-C, 990-PF, 990-T, 1120-H, or 1120-POL? ▶		
33 Enter the date the tax exemption was granted. ▶ . . . . . Attach a copy of the letter ruling granting exemption. If a copy of the letter ruling is not available, attach an explanation.		
34 If the organization is a private foundation, is the foundation terminating its status under section 507? . . . ▶		

**Section G—Estates**

35 Enter the date the estate was created. ▶	
36a Attach a statement providing the name, identifying number, address, and tax year of each beneficiary and each person who is an interested party of any portion of the estate.	
b Based on the adjusted total income of the estate entered in Part III, Section A, line 5, attach a statement showing the distribution deduction and the taxable amounts distributed to each beneficiary for the 2 tax years immediately before the short period and for the short period.	

**Section H—Passive Foreign Investment Companies**

37 If the applicant is a passive foreign investment company, attach a statement providing each U.S. shareholder's name, address, identifying number, and percentage of interest owned.	
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Form **990**

**Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

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.

Department of the Treasury  
Internal Revenue Service

**A For the 2008 calendar year, or tax year beginning** 10/01, 2008, **and ending** 09/30, 2009

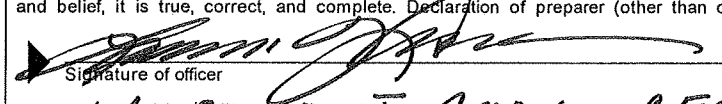
<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	<b>C Name of organization</b> OCEAN CONSERVANCY		<b>D Employer identification number</b> 23-7245152
		Doing Business As		<b>E Telephone number</b> (202) 429-5609
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1300 19TH STREET NW, 8TH FLOOR		<b>G Gross receipts \$</b> 18,765,033.
		City or town, state or country, and ZIP + 4 WASHINGTON, DC 20036		
		<b>F Name and address of principal officer:</b> VERONIQUE SPRUILL SAME AS LINE C		<b>H(a) Is this a group return for affiliates?</b> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
				<b>H(b) Are all affiliates included?</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
				If "No," attach a list. (see instructions)
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c) ( 3 ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				<b>H(c) Group exemption number</b> ▶ N/A
<b>J Website:</b> ▶ WWW.OCEANCONSERVANCY.ORG				
<b>K Type of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L Year of formation:</b> 1972		<b>M State of legal domicile:</b> DC

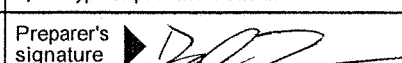
**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: OCEAN CONSERVANCY PROMOTES HEALTHY AND DIVERSE OCEAN ECOSYSTEMS AND OPPOSES PRACTICES THAT THREATEN OCEAN LIFE AND HUMAN LIFE.		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	14
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	13
	<b>5</b> Total number of employees (Part V, line 2a)	<b>5</b>	98
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	498,000
	<b>7a</b> Total gross unrelated business revenue from Part VIII, line 12, column (C)	<b>7a</b>	NONE
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	NONE	
<b>Revenue</b>		Prior Year	Current Year
	<b>8</b> Contribution and grants (Part VIII, line 1h)	18,467,534.	16,135,997.
	<b>9</b> Program service revenue (Part VIII, line 2g)	16,994.	40,000.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	430,155.	-1,016,690.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	76,675.	199,654.
<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	18,991,358.	15,358,961.	
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	709,007.	945,650.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	6,702,434.	7,481,821.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	142,106.	154,123.
	<b>b</b> Total fundraising expenses, Part IX, column (D), line 25) ▶ 2,207,076.		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	9,313,397.	7,383,597.
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	16,866,944.	15,965,191.
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	2,124,414.	-606,230.	
<b>Net Assets or Fund Balances</b>		Beginning of Year	End of Year
	<b>20</b> Total assets (Part X, line 16)	20,192,376.	20,454,045.
	<b>21</b> Total liabilities (Part X, line 26)	6,136,386.	5,156,419.
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20.	14,055,990.	15,297,626.	

**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**  | Date 5-16-10  
 Signature of officer | Date  
 ▶ LAURENCE J. AMON, CFO | Type or print name and title

<b>Paid Preparer's Use Only</b>	Preparer's signature 	Date 5-13-2010	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4		EIN		Phone no.
ARGY, WILTSE & ROBINSON, P.C. 8405 GREENSBORO DRIVE, 7TH FLOOR MCLEAN, VA 22102		▶		703-893-0600

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



Department of the Treasury  
Internal Revenue Service  
OGDEN UT 84201-0074

For assistance, call:  
1-877-829-5500

**Notice Number:** CP211A  
**Date:** March 15, 2010

**Taxpayer Identification Number:**  
23-7245152  
**Tax Form:** 990  
**Tax Period:** September 30, 2009

053002.701986.0158.004 1 AT 0.357 375



OCEAN CONSERVANCY INC  
1300 19TH ST NW STE 800  
WASHINGTON DC 20036-1653004

53002

**APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT  
ORGANIZATION RETURN - APPROVED**

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **May 15, 2010**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at [www.irs.gov/eo](http://www.irs.gov/eo). This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

**Part III Statement of Program Service Accomplishments** (see instructions)

1 Briefly describe the organization's mission:

SEE STATEMENT 1

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

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

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

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

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

4a (Code: ) (Expenses \$ 3,911,657. including grants of \$ ) (Revenue \$ )

SUSTAINABLE FISHERIES: OCEAN CONSERVANCY IS WORKING WITH OUR NATION'S EIGHT REGIONAL FISHERY MANAGEMENT COUNCILS AND HOLDING THEM ACCOUNTABLE FOR IMPROVING U.S. FISHING POLICIES TO ENSURE SUSTAINABLE FISHERIES. WE ARE BUILDING NEW ECONOMIC INCENTIVES THAT REWARD FISHERMEN FOR INNOVATIVE PRACTICES TO PROTECT OCEAN ECOSYSTEMS. WE ARE SHAPING A SHARED VISION FOR RETAILERS, RESTAURANT CHAINS, OTHER SEAFOOD BUSINESSES, AND INDIVIDUAL SEAFOOD BUYERS IN SUPPORT OF GOOD FISHING PRACTICES AND MANAGEMENT POLICIES.

4b (Code: ) (Expenses \$ 2,906,205. including grants of \$ 25,000. ) (Revenue \$ )

CITIZEN OUTREACH, POLLUTION PREVENTION AND MONITORING: THROUGH THIS PROGRAM, THE OCEAN CONSERVANCY CONDUCTS OUTREACH AND POLLUTION PREVENTION AND MONITORING FOR CITIZENS. THROUGH MEDIA, VOLUNTEER RECRUITMENT, EDUCATION AND OUTREACH, OCEAN CONSERVANCY ENGAGES AND INSPIRES OVER HALF A MILLION PEOPLE AROUND THE WORLD TO ACT ON BEHALF OF OCEAN HEALTH.

4c (Code: ) (Expenses \$ 1,927,855. including grants of \$ 415,500. ) (Revenue \$ )

OCEAN GOVERNANCE: OCEAN CONSERVANCY IS ACTIVELY LEADING A CAMPAIGN TO REFORM OCEAN GOVERNANCE, THE VERY FRAMEWORK THAT DICTATES HOW WE USE, PROTECT, AND RESTORE OCEAN ECOSYSTEMS. WE ARE ADVOCATING FOR NEW NATIONAL AND STATE POLICIES TO IMPROVE COORDINATION AND INTEGRATION OF STATE AND FEDERAL AGENCIES IN MANAGING OUR COASTAL AND OCEAN ECOSYSTEMS. WE ARE STREAMLINING THE WAY WE MANAGE OUR OCEAN ECOSYSTEMS AND RESOURCES AS A WHOLE AND EMBRACING A PROACTIVE PLAN FOR WHAT OUR OCEAN WILL LOOK LIKE IN THE FUTURE. WE ARE ESSENTIALLY TAKING THE PRINCIPLES OF SMART GROWTH THAT HAVE SERVED US SO WELL IN OUR CITIES INTO THE SEA.

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

(Expenses \$ 3,330,875. including grants of \$ 505,150. ) (Revenue \$ 44,296. )

4e Total program service expenses ► \$ 12,076,592. (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	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	<b>Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> 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 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 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 11e? <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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		X
<b>b</b>	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		X
<b>c</b>	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		X
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .	X	
<b>30</b>	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
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .		X
<b>32</b>	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
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	X	
<b>34</b>	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
<b>35</b>	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
<b>36</b>	<b>Section 501(c)(3) organizations.</b> 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
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .		X



Part V Statements Regarding Other IRS Filings and Tax Compliance

Form with questions 1a through 12b regarding IRS filings and tax compliance, including sections on prohibited tax shelter transactions, contributions, and charitable trusts.

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

Table with 11 rows of questions (1a-11) and columns for Yes/No. Includes sub-questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, 9a, 9b, 10, 11.

Section B. Policies

Table with 12 rows of questions (12a-12c, 13-15, 15a-15b, 16a-16b) and columns for Yes/No.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
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.
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: KEN DONALDSON 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036 202-429-5609

**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**

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

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

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

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

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

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

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

1b Total 1,263,712. 91,663.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 12

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

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 3

**Part VIII Statement of Revenue**

23-7245152

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b>	Federated campaigns . . . . .	<b>1a</b> 111,262.					
	<b>b</b>	Membership dues . . . . .	<b>1b</b> 3,247,159.					
	<b>c</b>	Fundraising events . . . . .	<b>1c</b>					
	<b>d</b>	Related organizations . . . . .	<b>1d</b>					
	<b>e</b>	Government grants (contributions) . .	<b>1e</b> 241,149.					
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b> 12,536,427.					
	<b>g</b>	Noncash contributions included in lines 1a-1f: \$	137,008.					
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . . ▶		16,135,997.				
	<b>Program Service Revenue</b>				<b>Business Code</b>			
<b>2a</b>		PURCHASE ORDER FOR ICC	900099	25,000.	25,000.			
<b>b</b>		STIPEND FOR EMPLOYEE SERVICES	900099	15,000.	15,000.			
<b>c</b>								
<b>d</b>								
<b>e</b>								
<b>f</b>		All other program service revenue . . . . .						
<b>g</b>		<b>Total.</b> Add lines 2a-2f . . . . . ▶		40,000.				
<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		407,949.			407,949.	
	<b>4</b>	Income from investment of tax-exempt bond proceeds . . . . . ▶		NONE				
	<b>5</b>	Royalties . . . . . ▶		NONE				
	<b>6a</b>	Gross Rents . . . . .	(i) Real	(ii) Personal				
	<b>b</b>	Less: rental expenses . . . . .						
	<b>c</b>	Rental income or (loss) . . . . .						
	<b>d</b>	Net rental income or (loss) . . . . . ▶			NONE			
	<b>7a</b>	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			1,981,433.					
	<b>b</b>	Less: cost or other basis and sales expenses . . . . .	3,406,072.					
	<b>c</b>	Gain or (loss) . . . . .	-1,424,639.					
	<b>d</b>	Net gain or (loss) . . . . . ▶			-1,424,639.		-1,424,639.	
<b>8a</b>	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18. . . . .	<b>a</b>						
<b>b</b>	Less: direct expenses . . . . .	<b>b</b>						
<b>c</b>	Net income or (loss) from fundraising events . . . . . ▶			NONE				
<b>9a</b>	Gross income from gaming activities. See Part IV, line 19. . . . .	<b>a</b>						
<b>b</b>	Less: direct expenses . . . . .	<b>b</b>						
<b>c</b>	Net income or (loss) from gaming activities . . . . . ▶			NONE				
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . .	<b>a</b> 4,296.						
<b>b</b>	Less: cost of goods sold . . . . .	<b>b</b> NONE						
<b>c</b>	Net income or (loss) from sales of inventory. . . . . ▶			4,296.	4,296.			
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b>	LIST RENTAL	900004	80,613.			80,613.		
<b>b</b>	MISCELLANEOUS INCOME	900099	36,235.			36,235.		
<b>c</b>	LEGAL SETTLEMENT	900099	78,510.			78,510.		
<b>d</b>	All other revenue . . . . .							
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . . ▶			195,358.				
<b>12</b>	<b>Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e . . . . . ▶			15,358,961.	44,296.		-821,332.	

**Part IX Statement of Functional Expenses**

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

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	895,650.	895,650.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	50,000.	50,000.		
4 Benefits paid to or for members . . . . .	NONE			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	595,332.	404,395.	148,306.	42,631.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages . . . . .	5,275,072.	3,902,870.	455,941.	916,261.
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	250,976.	250,976.		
9 Other employee benefits . . . . .	914,883.	493,399.	150,474.	271,010.
10 Payroll taxes . . . . .	445,558.	445,558.		
11 Fees for services (non-employees):				
a Management . . . . .	NONE			
b Legal . . . . .	105,763.	96,784.	8,979.	
c Accounting . . . . .	97,666.	7,047.	90,552.	67.
d Lobbying . . . . .	NONE			
e Professional fundraising services. See Part IV, line 17	154,123.			154,123.
f Investment management fees . . . . .	33,284.	12,833.	20,744.	-293.
g Other . . . . .	1,748,995.	1,576,276.	172,719.	NONE
12 Advertising and promotion . . . . .	137,618.	137,228.	173.	217.
13 Office expenses . . . . .	2,025,003.	1,778,381.	188,497.	58,125.
14 Information technology . . . . .	178,882.	145,496.	14,015.	19,371.
15 Royalties . . . . .	NONE			
16 Occupancy . . . . .	965,768.	658,680.	160,431.	146,657.
17 Travel . . . . .	646,554.	604,966.	21,245.	20,343.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings . . . .	186,599.	167,675.	10,881.	8,043.
20 Interest . . . . .	170,258.	903.	169,332.	23.
21 Payments to affiliates . . . . .	NONE			
22 Depreciation, depletion, and amortization . . .	211,457.	144,074.	35,203.	32,180.
23 Insurance . . . . .	65,162.	44,394.	10,850.	9,918.
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 FUNDRAISING EXPENSES _____	495,385.	NONE	NONE	495,385.
b BAD DEBT EXPENSES _____	136,211.	136,211.	NONE	NONE
c DUES AND SUBSCRIPTIONS _____	55,109.	49,002.	1,954.	4,153.
d OTHER MATERIALS/INCENTIVES _____	51,965.	23,028.	19,811.	9,126.
e LIST RENTALS _____	39,563.	24,157.	NONE	15,406.
f All other expenses _____	32,355.	26,609.	1,416.	4,330.
25 Total functional expenses. Add lines 1 through 24f	15,965,191.	12,076,592.	1,681,523.	2,207,076.
26 Joint Costs. Check here <input checked="" type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .	2,105,496.	1,328,217.	NONE	777,279.



**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing . . . . .	7,690.	1	7,753.
	2	Savings and temporary cash investments . . . . .	49,802.	2	264,930.
	3	Pledges and grants receivable, net . . . . .	6,109,068.	3	7,052,954.
	4	Accounts receivable, net . . . . .	20,994.	4	87,449.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L . . . . .		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .		6	
	7	Notes and loans receivable, net . . . . .		7	
	8	Inventories for sales or use . . . . .		8	
	9	Prepaid expenses and deferred charges . . . . .	113,401.	9	145,193.
	10a	Land, buildings, and equipment: cost basis . . . . .	10a 1,620,754.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D. . . . .	10b 1,314,535.	10c	306,219.
	11	Investments - publicly traded securities . . . . .	10,956,603.	11	11,117,948.
	12	Investments - other securities. See Part IV, line 11 . . . . .	1,944,913.	12	635,341.
	13	Investments - program-related. See Part IV, line 11 . . . . .		13	
	14	Intangible assets . . . . .	52,963.	14	34,454.
	15	Other assets. See Part IV, line 11 . . . . .	530,589.	15	801,804.
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	20,192,376.	16	20,454,045.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	1,312,641.	17	1,043,328.
	18	Grants payable . . . . .		18	
	19	Deferred revenue . . . . .	117,196.	19	115,327.
	20	Tax-exempt bond liabilities . . . . .		20	
	21	Escrow account liability. Complete Part IV of Schedule D . . . . .		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .		22	
	23	Secured mortgages and notes payable to unrelated third parties . . . . .	3,895,829.	23	3,196,041.
	24	Unsecured notes and loans payable. . . . .		24	
	25	Other liabilities. Complete Part X of Schedule D . . . . .	810,720.	25	801,723.
	26	<b>Total liabilities.</b> Add lines 17 through 25. . . . .	6,136,386.	26	5,156,419.
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 . . . . .	3,756,467.	27	3,289,951.
	28	Temporarily restricted net assets . . . . .	8,750,128.	28	10,415,505.
	29	Permanently restricted net assets . . . . .	1,549,395.	29	1,592,170.
	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	<b>Total net assets or fund balances</b> . . . . .	14,055,990.	33	15,297,626.
	34	<b>Total liabilities and net assets/fund balances.</b> . . . . .	20,192,376.	34	20,454,045.

**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? . . . . .	2a	X
b	Were the organization's financial statements audited by an independent accountant? . . . . .	2b	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? . . . . .	2c	X
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .	3a	X
b	If "Yes," did the organization undergo the required audit or audits? . . . . .	3b	

**Public Charity Status and Public Support**

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

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

<b>Name of the organization</b> OCEAN CONSERVANCY	<b>Employer identification number</b> 23-7245152
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) (see instructions)

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

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

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

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	
<b>Total</b>									



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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) 73.70%; 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f 79.79%; 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 [X]; 16b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

Section A. Public Support

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

Section B. Total Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

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

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Row 15: Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2007 Schedule A, Part IV-A, line 27g.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2007 Schedule A, Part IV-A, line 27h.

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

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

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2004	2005	2006	2007	2008	TOTAL
OTHER INCOME	163,603.	92,399.	98,085.	32,875.	195,358.	582,320.
<b>TOTALS</b>	<b>163,603.</b>	<b>92,399.</b>	<b>98,085.</b>	<b>32,875.</b>	<b>195,358.</b>	<b>582,320.</b>

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

**2008**

Name of the organization OCEAN CONSERVANCY	Employer identification number 23-7245152
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Organization type (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

**General Rule**

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

**Special Rules**

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

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

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

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization OCEAN CONSERVANCY

Employer identification number

23-7245152

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	_____ _____ _____	\$ 1,578,071.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	_____ _____ _____	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	_____ _____ _____	\$ 3,750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	_____ _____ _____	\$ 700,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	_____ _____ _____	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	_____ _____ _____	\$ 645,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**SCHEDULE C**  
(Form 990 or 990-EZ)

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

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

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

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

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

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

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

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

Name of organization <b>OCEAN CONSERVANCY</b>	Employer identification number <b>23-7245152</b>
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**Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.**  
See the instructions for Schedule C for details.

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

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

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

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

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

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1 a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) . . . . .	434.													
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	61,513.													
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) . . . . .	61,947.													
<b>d</b>	Other exempt purpose expenditures . . . . .	15,903,244.													
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) . . . . .	15,965,191.													
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	948,260.													
<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.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) . . . . .	237,065.													
<b>h</b>	Subtract line 1g from line 1a. Enter -0- if line g is more than line a . . . . .														
<b>i</b>	Subtract line 1f from line 1c. Enter -0- if line f is more than line c . . . . .														
<b>j</b>	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 checked="" 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
<b>2 a</b> Lobbying non-taxable amount	811,434.	936,289.	3,594.	12,839.	1,764,156.
<b>b</b> Lobbying ceiling amount (150% line 2a, column(e))					2,646,234.
<b>c</b> Total lobbying expenditures	196,299.	173,622.	12,303.	61,513.	443,737.
<b>d</b> Grassroots non-taxable amount	202,859.	234,072.	899.	3,097.	440,927.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					661,391.
<b>f</b> Grassroots lobbying expenditures	31,135.	139,994.	5,665.	434.	177,228.

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

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

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

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

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

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

**Part IV Supplemental Information**

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

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

Area containing multiple horizontal dashed lines for supplemental information.

Supplemental Financial Statements

2008

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees... Yes No.

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

1 Purpose(s) of conservation easements held by the organization (check all that apply). 2 Complete lines 2a-2d if the organization held a qualified conservation contribution... 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure, 2d 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 taxable year. 4 Number of states where property subject to conservation easement is located. 5 Does the organization have a written policy regarding the periodic monitoring, inspection, 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. 7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year \$ . 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 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 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 Beginning balance . . . . .	
1d Additions during the year . . . . .	
1e Distributions during the year . . . . .	
1f Ending balance . . . . .	

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

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

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance . . . . .	1,592,170.				
b Contributions . . . . .	NONE				
c Investment earnings or losses . . . . .	NONE				
d Grants or scholarships . . . . .	NONE				
e Other expenditures for facilities and programs . . . . .	NONE				
f Administrative expenses . . . . .	NONE				
g End of year balance . . . . .	1,592,170.				

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

- a Board designated or quasi-endowment ▶ NONE %
- b Permanent endowment ▶ 100.0000 %
- c Term endowment ▶ NONE %

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

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

4 Describe in Part 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 . . . . .				
b Buildings . . . . .				
c Leasehold improvements . . . . .		47,075.	13,986.	33,090.
d Equipment . . . . .		1,373,160.	1,124,171.	248,989.
e Other . . . . .		200,519.	176,379.	24,140.
<b>Total.</b> Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . . ▶				306,219.

**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 _____		
<b>Total.</b> (Column (b) should equal Form 990, Part X, col. (B) line 12.) ▶		

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

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

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

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

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

(a) Description of liability	(b) Amount	
Federal income taxes		
CHARITABLE GIFT ANNUITIES	801,723.	
<b>Total.</b> (Column (b) should equal Form 990, Part X, col. (B) line 25.) ▶		
	801,723.	

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

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

Table with 10 rows and 3 columns: Line number, Description, and Amount. Rows include Total revenue, Total expenses, Excess or (deficit) for the year, Net unrealized gains, Donated services, Investment expenses, Prior period adjustments, Other, Total adjustments, and Excess or (deficit) per financial statements.

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

Table with multiple rows and columns. Rows include Total revenue, gains, and other support; adjustments for net unrealized gains, donated services, recoveries, and other; and adjustments for investment expenses not included on Form 990.

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

Table with multiple rows and columns. Rows include Total expenses and losses; adjustments for donated services, prior year adjustments, and losses reported on Form 990; and adjustments for investment expenses not included on Form 990.

**Part XIV Supplemental Information**

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

SEE PAGE 5

Series of horizontal dashed lines for providing supplemental information descriptions.

**Part XIV** Supplemental Information (continued)

USE OF ENDOWMENT FUNDS

FORM 990, SCHEDULE PART V

DONORS' INTENT IN CONTRIBUTING TO THE ENDOWMENT FUND WAS TO PROVIDE AN ONGOING SOURCE OF FUNDING FOR THE GENERAL OPERATIONS OF THE ORGANIZATION.

THERE ARE NO DONOR RESTRICTIONS AS TO HOW INCOME GENERATED FROM THE ENDOWMENT MAY BE USED. IN ORDER TO HONOR DONOR INTENT, THE BOARD OF DIRECTORS HAS AUTHORIZED AN ANNUAL DISTRIBUTION OF 5% OF THE FAIR MARKET VALUE OF THE FUND ANNUALLY. THE DISTRIBUTION IS MEANT TO FUND GENERAL OPERATIONS OF THE ORGANIZATION.

Schedule F  
(Form 990)

Statement of Activities Outside the United States

OMB No. 1545-0047

2008

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

**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
SOUTH AMERICA	NONE	NONE	GRANTMAKING	OCEAN GOVERNANCE	50,000.
<b>Totals</b> . . . . . ►	NONE	NONE			50,000.

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

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)
RESEARCH	SOUTH AMERICA	1	50,000.	EFT			

**Part IV** Supplemental Information

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

MONITORING PROCESS OF GRANTS

FORM 990, SCHEDULE F, PART I

OCEAN CONSERVANCY MONITORS GRANTEEES BY REQUIRING FULL FINANCIAL REPORTS

ALONG WITH SPECIFIC PROJECT DELIVERABLES.

Lined area for supplemental information with horizontal dashed lines.

**SCHEDULE G**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

**2008**

**Open To Public  
Inspection**

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

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

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

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

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

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

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
MAL WARWICK & ASSOCIATES	DIRECT MAIL		X	3,453,048.	154,123.	2,803,540.
<b>Total</b>				3,453,048.	154,123.	2,803,540.

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

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

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

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

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

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

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

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

SCHEDULE I (Form 990)

Department of the Treasury Internal Revenue Service

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

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

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on 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.

Table with columns: (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, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Rows include THE NATIONAL MARINE SANCTUARY FOUNDATION, SILVER SPRING, MD 20910; SMITHSONIAN INSTITUTION, WASHINGTON, DC 20560-0705; THE NATURE CONSERVANCY, ARLINGTON, VA 22203-1606.

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

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.

MONITORING PROCESS OF GRANTS

FORM 990, SCHEDULE I, PART I

OCEAN CONSERVANCY MONITORS GRANTEEES BY REQUIRING FULL FINANCIAL REPORTS

ALONG WITH SPECIFIC PROJECT DELIVERABLES.

PURPOSE OF GRANT OR ASSISTANCE (SEE NEXT PAGE)

FORM 990, SCHEDULE I, PART II

**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.

THE PURPOSE OF THE NATIONAL MARINE SANCTUARY FOUNDATION GRANT WAS TO SPONSOR THE CAPITAL HILL OCEAN WEEK.

THE PURPOSE OF THE SMITHSONIAN INSTITUTE GRANT WAS TO CONTRIBUTE TOWARDS THE NEW OCEAN HALL.

THE PURPOSE OF THE NATURE CONSERVANCY GRANT WAS TO DEVELOP A PARTNERSHIP TO IMPROVE ENGAGEMENT WITH SPECIFIC STAKEHOLDER NETWORKS (BOTH WITHIN THE ADMINISTRATION AND WITH A VARIETY OF STAKEHOLDERS ON THE GROUND) AND DEVELOP SUPPORTIVE TOOLS TO PROMOTE THE NEED FOR A FEDERAL MARINE SPATIAL



**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.

PLANNING, FRAMEWORK AND SUPPORTIVE FUNDING MECHANISMS.

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**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2008**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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.

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

**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 checked="" type="checkbox"/> Compensation committee          | <input checked="" 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
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X

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

Schedule J (Form 990) 2008

**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) 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				
VERONIQUE SPRUILL	(i) 232,094. (ii) ----- (iii) -----	23,400. ----- -----	NONE ----- -----	13,878. ----- -----	10,543. ----- -----	279,915. ----- -----	
DENNIS KELSO	(i) 178,237. (ii) ----- (iii) -----	20,276. ----- -----	NONE ----- -----	NONE ----- -----	15,204. ----- -----	213,717. ----- -----	
AMELIA MONTJOY	(i) 153,717. (ii) ----- (iii) -----	1,500. ----- -----	NONE ----- -----	7,116. ----- -----	4,029. ----- -----	166,362. ----- -----	
LAURA CAPPS	(i) 142,661. (ii) ----- (iii) -----	1,500. ----- -----	NONE ----- -----	NONE ----- -----	6,558. ----- -----	150,719. ----- -----	
WARNER CHABOT	(i) 151,573. (ii) ----- (iii) -----	NONE ----- -----	NONE ----- -----	6,738. ----- -----	3,399. ----- -----	161,710. ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	

**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.

Area with horizontal dashed lines for supplemental information.

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

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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

Name of the Organization

Employer Identification number

OCEAN CONSERVANCY

23-7245152

**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			
VERONIQUE SPRUILL PRESIDENT & CEO	40.	X		X			255,494.		24,421.	
CECILY MAJERUS CHAIR	2.	X					NONE		NONE	
CURTIS BOHLEN VICE CHAIR	2.	X					NONE		NONE	
BARBARA PAUL ROBINSON TREASURER	2.	X					NONE		NONE	
PATRICK B. PURCELL SECRETARY	2.	X					NONE		NONE	
PHILIPPE COUSTEAU BOARD MEMBER	2.	X					NONE		NONE	
NICOLE LUSKEY BOARD MEMBER	2.	X					NONE		NONE	
STEVEN MOORE BOARD MEMBER	2.	X					NONE		NONE	
MICHAEL ORBACH BOARD MEMBER	2.	X					NONE		NONE	
STEPHEN PALUMBI BOARD MEMBER	2.	X					NONE		NONE	
DAVID ZACHES BOARD MEMBER	2.	X					NONE		NONE	
DAVID ALDRICH BOARD MEMBER	2.	X					NONE		NONE	
THOMAS ALLEN BOARD MEMBER	2.	X					NONE		NONE	
DANE NICHOLS BOARD MEMBER	2.	X					NONE		NONE	
DENNIS KELSO EVP/COO	40.			X			198,513.		15,204.	
LAWRENCE AMON CFO	24.			X			101,700.		NONE	
AMELIA MONTJOY VP RESOURCE DEVELOPMENT	40.					X	155,217.		11,145.	
LAURA CAPPS VP COMMUNICATIONS	40.					X	144,161.		6,558.	
WARNER CHABOT VP CAMPAIGNS	40.					X	151,573.		10,137.	
JANIS JONES VP LEGAL AFFAIRS	40.					X	134,814.		8,105.	
MARK POWELL VP SUSTAINABILITY	40.					X	122,240.		16,093.	

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

Schedule J-2 (Form 990) 2008

# Non-Cash Contributions

**2008**

**Open To Public  
Inspection**

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

Department of the Treasury  
Internal Revenue Service

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

**Part I** Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art . . . . .				
2 Art-Historical treasures . . . . .				
3 Art-Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .	X		150.	FAIR MARKET VALUE
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities-Publicly traded . . . . .	X	8	125,099.	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 ▶ ( <u>MISC. SUPPLIES</u> )	X	300	11,759.	FAIR MARKET VALUE
26 Other ▶ ( _____ )				
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

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

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

**Part II**

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

(Area with horizontal dashed lines for supplemental information)

SCHEDULE O  
(Form 990)

Supplemental Information to Form 990

OMB No. 1545-0047

2008

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

FORM 990 REVIEW PROCESS

FORM 990, PART VI, LINE 10

THE DRAFT 990 IS FORWARDED TO MEMBERS OF THE FINANCE COMMITTEE FOR THEIR

REVIEW BEFORE FILING THE RETURN.



Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

CONFLICTS OF INTEREST

FORM 990, PART VI, LINE 12

CONFLICT OF INTEREST POLICY DISCLOSURE STATEMENTS ARE TO BE PREPARED AT LEAST ANNUALLY. IN THE CASE WHERE A POSSIBLE CONFLICT BY AN EMPLOYEE OTHER THAN THE PRESIDENT OF THE ORGANIZATION IS IDENTIFIED, THE PRESIDENT AND CEO SHALL DETERMINE WHETHER AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST EXISTS OR CAN BE REASONABLY CONSTRUED TO EXIST AND HOW THE CONFLICT OF INTEREST SHOULD BE RESOLVED. WHEN A CONFLICT OF INTEREST IS DISCLOSED BY A COVERED PERSON OTHER THAN A COVERED EMPLOYEE OR BY THE PRESIDENT AND CEO, THE CHAIR SHALL DISCLOSE THE CONFLICT OF INTEREST TO THE BOARD OF DIRECTORS, OR A DESIGNATED COMMITTEE. THEN, BY MAJORITY VOTE OF THE DISINTERESTED DIRECTORS (EVEN IF THE DISINTERESTED DIRECTORS CONSTITUTE LESS THAN A QUORUM), IT WILL BE DECIDED WHETHER AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST EXISTS OR CAN BE REASONABLY CONSTRUED TO EXIST. PROPOSALS TO THE FULL BOARD OF DIRECTORS AS TO HOW THE CONFLICT OF INTEREST SHOULD BE RESOLVED WILL THEN BE PROVIDED.

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

DETERMINING COMPENSATION

FORM 990, PART VI, LINE 15

THE BOARD SETS THE CEO'S COMPENSATION BASED ON ITS EVALUATION OF HER

PERFORMANCE USING MARKET SURVEYS, TAKING INTO ACCOUNT THE ORGANIZATION'S

FINANCIAL SITUATION AND PERFORMANCE. LIKewise, THE CEO SETS ALL EMPLOYEE

COMPENSATION ALSO BASED ON PERFORMANCE EVALUATIONS, MARKET SURVEYS AND

THE ORGANIZATION'S FINANCIAL SITUATION AND PERFORMANCE.

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

AVAILABILITY OF OTHER DOCUMENTS

FORM 990, PART VI, LINE 19

OCEAN CONSERVANCY'S AUDITED FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND

CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

STATES IN WHICH FORM 990 IS REQUIRED TO BE FILED

FORM 990, PART VI, LINE 17

ALABAMA, ALASKA, ARIZONA, ARKANSAS, CALIFORNIA, COLORADO, CONNECTICUT,  
 DISTRICT OF COLUMBIA, FLORIDA, GEORGIA, ILLINOIS, KANSAS, KENTUCKY,  
 LOUISIANA, MAINE, MARYLAND, MASSACHUSETTS, MICHIGAN, MINNESOTA,  
 MISSISSIPPI, MISSOURI, NEW HAMPHSIRE, NEW JERSEY, NEW MEXICO, NEW YORK,  
 NORTH CAROLINA, NORTH DAKOTA, OHIO, OKLAHOMA, OREGON, PENNSYLVANIA, RHODE  
 ISLAND, SOUTH CAROLINA, TENNESSEE, TEXAS, VIRGINIA, WASHINGTON, WEST  
 VIRGINIA, WISCONSIN

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

FUNDRAISING ACTIVITY EXPENSES

FORM 990, SCHEDULE G, PART I, LINE 2B, COLUMN (V)

THE TOTAL AMOUNT OF FUNDRAISING EXPENSES WERE \$649,508. OF THIS AMOUNT,

\$154,123 WAS PAID DIRECTLY TO THE FUNDRAISER. THE REMAINING EXPENSES

WERE COMPOSED OF PRINTING, POSTAGE AND LETTER SHOP FEES TOTALING

\$495,385.

**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, line 33, 34, 35, 36, or 37.  
▶ See separate instructions.

OMB No. 1545-0047

**2008**

**Open to Public  
Inspection**

Name of the organization

OCEAN CONSERVANCY

Employer identification number  
23-7245152

**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
2029 K STREET, LLC 2029 K STREET, NW WASHINGTON, DC 20006 54-2164045	BLDG_HLDG_ENT	DC	NONE	7,153.	N/A
-----					
-----					
-----					
-----					
-----					
-----					
-----					
-----					
-----					

**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
-----					
-----					
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-----					

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

Schedule R (Form 990) 2008

**Part III Identification of Related Organizations Taxable as a Partnership**

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

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

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

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)
- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)
- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees
- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses
- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

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

	(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			





FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

=====

OCEAN CONSERVANCY PROMOTES HEALTHY AND DIVERSE OCEAN ECOSYSTEMS AND OPPOSES PRACTICES THAT THREATEN OCEAN LIFE AND HUMAN LIFE. THROUGH RESEARCH, EDUCATION, AND SCIENCE-BASED ADVOCACY, OCEAN CONSERVANCY INFORMS, INSPIRES, AND EMPOWERS PEOPLE TO SPEAK AND ACT ON BEHALF OF THE OCEANS.

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

=====

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
-----	-----	-----
MAL WARWICK & ASSOCIATES 2550 NINTH STREET, SUITE 103 BERKELEY, CA 94710	FUNDRAISING	154,123.
BEACONFIRE CONSULTING 2300 CLARENDON BLVD #1100 ARLINGTON, VA 22201	IT CONSULTING	113,913.
HCI NETWORK SOLUTIONS 27 APPLESEED LANE GAITHERSBURG, MD 20878	IT CONSULTING	103,449.
TOTAL COMPENSATION		----- 371,485. =====

# Return of Organization Exempt From Income Tax

Department of the Treasury  
Internal Revenue Service

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

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

**A For the 2007 calendar year, or tax year beginning** 10/01, 2007, and ending 09/30/2008

<b>B</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	<b>C Name of organization</b> OCEAN CONSERVANCY	<b>D Employer identification number</b> 23-7245152
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1300 19TH STREET NW, 8TH FLOOR	<b>E Telephone number</b> (202) 429-5609
	City or town, state or country, and ZIP + 4 WASHINGTON, DC 20036	<b>F Accounting method:</b> <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) ▶
	Please use IRS label or print or type. See Specific Instructions.	

• 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.OCEANCONSERVANCY.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.

**L Gross receipts:** Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 20,564,628.

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?  Yes  No  
(If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling?  Yes  No

I Group Exemption Number ▶ N/A

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

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

Revenue	<b>1</b> Contributions, gifts, grants, and similar amounts received:			
	<b>a</b> Contributions to donor advised funds	1a		
	<b>b</b> Direct public support (not included on line 1a)	1b	18,160,696.	
	<b>c</b> Indirect public support (not included on line 1a)	1c		
	<b>d</b> Government contributions (grants) (not included on line 1a)	1d	306,838.	
	<b>e</b> Total (add lines 1a through 1d) (cash \$ <u>18,230,844.</u> noncash \$ <u>236,690.</u> )	1e		18,467,534.
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)	2		16,994.
	<b>3</b> Membership dues and assessments	3		
	<b>4</b> Interest on savings and temporary cash investments	4		18,244.
	<b>5</b> Dividends and interest from securities	5		609,680.
	<b>6 a</b> Gross rents	6a		
	<b>b</b> Less: rental expenses	6b		
<b>c</b> Net rental income or (loss). Subtract line 6b from line 6a	6c			
<b>7</b> Other investment income (describe ▶ )	7			
<b>8 a</b> Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
	1,362,074.	8a		
	1,559,843.	8b		
	-197,769.	8c		
<b>d</b> Net gain or (loss). Combine line 8c, columns (A) and (B)	8d		-197,769.	
<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here ▶ <input type="checkbox"/>				
<b>a</b> Gross revenue (not including \$ _____ of contributions reported on line 1b)	9a	34,512.		
<b>b</b> Less: direct expenses other than fundraising expenses	9b	13,427.		
<b>c</b> Net income or (loss) from special events. Subtract line 9b from line 9a	9c		21,085.	
<b>10 a</b> Gross sales of inventory, less returns and allowances	10a			
	<b>b</b> Less: cost of goods sold	10b		
	<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c		
<b>11</b> Other revenue (from Part VII, line 103)	11		55,590.	
<b>12 Total revenue.</b> Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12		18,991,358.	
Expenses	<b>13</b> Program services (from line 44, column (B))	13		11,624,249.
	<b>14</b> Management and general (from line 44, column (C))	14		1,800,176.
	<b>15</b> Fundraising (from line 44, column (D))	15		3,442,519.
	<b>16</b> Payments to affiliates (attach schedule)	16		
	<b>17 Total expenses.</b> Add lines 16 and 44, column (A)	17		16,866,944.
Net Assets	<b>18</b> Excess or (deficit) for the year. Subtract line 17 from line 12	18		2,124,414.
	<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))	19		14,610,429.
	<b>20</b> Other changes in net assets or fund balances (attach explanation) STMT .4. STMT. 5.	20		-2,678,853.
	<b>21</b> Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21		14,055,990.

# 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  **X**
- 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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

Type or print  File by the due date for filing your return. See instructions.	Name of Exempt Organization <b>OCEAN CONSERVANCY</b>	Employer identification number <b>23-7245152</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1300 19TH STREET NW, 8TH FLOOR</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>WASHINGTON, DC 20036</b>	

### 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 ▶ OCEAN CONSERVANCY

Telephone No. ▶ 202 429-5609 FAX No. ▶ 202 872-0619

- 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) N/A. 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 05/15, 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 10/01, 2007, and ending 09/30, 2008.

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

<b>3a</b> 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.	<b>3a</b>	\$	NONE
<b>b</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.	<b>3b</b>	\$	NONE
<b>c Balance Due.</b> 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.	<b>3c</b>	\$	NONE

**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.

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

Part II Statement of Functional Expenses

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

Table with 5 columns: (A) Total, (B) Program services, (C) Management and general, (D) Fundraising. Rows include 22a Grants paid from donor advised funds, 22b Other grants and allocations, 23 Specific assistance to individuals, 24 Benefits paid to or for members, 25a Compensation of current officers, 25b Compensation of former officers, 25c Compensation and other distributions, 26 Salaries and wages of employees not included on lines 25a, b, and c, 27 Pension plan contributions not included on lines 25a, b, and c, 28 Employee benefits not included on lines 25a - 27, 29 Payroll taxes, 30 Professional fundraising fees, 31 Accounting fees, 32 Legal fees, 33 Supplies, 34 Telephone, 35 Postage and shipping, 36 Occupancy, 37 Equipment rental and maintenance, 38 Printing and publications, 39 Travel, 40 Conferences, conventions, and meetings, 41 Interest, 42 Depreciation, depletion, etc. (attach schedule), 43 Other expenses not covered above (itemize), 44 Total functional expenses.

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

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? [X] Yes [ ] No
If "Yes," enter (i) the aggregate amount of these joint costs \$ 4,032,975.; (ii) the amount allocated to Program services \$ 2,490,065.; (iii) the amount allocated to Management and general \$ NONE; and (iv) the amount allocated to Fundraising \$ 1,542,910.

**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 10

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

**Program Service Expenses**  
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

<p>a <u>RESTORE SUSTAINABLE AMERICAN FISHERIES: TO REFORM FISHERY MANAGEMENT IN THE U.S. TO EMPLOY ECOSYSTEM-BASED MANAGEMENT AS THE FRAMEWORK FOR FISHERIES POLICY AND TO MAKE LONG-TERM SUSTAINABILITY THE PRIORITY FOR FISHING.</u></p> <p>(Grants and allocations \$ _____ ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	<p>2,246,596.</p>
<p>b <u>PROTECT MARINE WILDLIFE: THE GOAL OF THE OCEAN CONSERVANCY IS TO REDUCE AND ELIMINATE BYCATCH TO PREVENT THE EXTINCTION AND ENSURE THE RECOVERY OF MANY SPECIES OF MARINE ANIMALS.</u></p> <p>(Grants and allocations \$ 6,738. ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	<p>2,164,605.</p>
<p>c <u>CITIZEN OUTREACH, POLLUTION PREVENTION AND MONITORING: THROUGH THIS PROGRAM, THE OCEAN CONSERVANCY CONDUCTS OUTREACH AND POLLUTION PREVENTION AND MONITORING PROJECTS FOR CITIZENS.</u></p> <p>(Grants and allocations \$ 3,641. ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	<p>2,437,445.</p>
<p>d <u>REFORM GOVERNMENT FOR BETTER OCEAN STEWARDSHIP: THIS PROGRAM CODIFIES NATIONAL AND STATE POLICIES THAT EMPHASIZE CONSERVATION AND RESTORATION OF OCEAN ECOSYSTEMS, AS WELL AS GREATER PUBLIC PARTICIPATION IN MANAGING THESE PUBLIC TRUST RESOURCES.</u></p> <p>(Grants and allocations \$ 84,500. ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	<p>1,277,605.</p>
<p>e Other program services (attach schedule) SEE STATEMENT 11 (Grants and allocations \$ 614,128. ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	<p>3,497,998.</p>
<p><b>f Total of Program Service Expenses</b> (should equal line 44, column (B), Program services) . . . . . ►</p>	<p>11,624,249.</p>

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.

Table with columns for (A) Beginning of year, (B) End of year, and rows for Assets (45-59), Liabilities (60-66), and Net Assets or Fund Balances (67-74). Includes sub-rows for detailed asset categories like accounts receivable, investments, and land/equipment.



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

<b>a</b>	Total revenue, gains, and other support per audited financial statements . . . . .		<b>a</b>	16,242,131.
<b>b</b>	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments . . . . .	<b>b1</b>		-2,775,867.
2	Donated services and use of facilities . . . . .	<b>b2</b>		13,213.
3	Recoveries of prior year grants . . . . .	<b>b3</b>		
4	Other (specify): -----	<b>b4</b>		
	Add lines <b>b1</b> through <b>b4</b> . . . . .		<b>b</b>	-2,762,654.
<b>c</b>	Subtract line <b>b</b> from line <b>a</b> . . . . .		<b>c</b>	19,004,785.
<b>d</b>	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b . . . . .	<b>d1</b>		
2	Other (specify): <u>SEE STATEMENT 16</u> -----	<b>d2</b>		-13,427.
	Add lines <b>d1</b> and <b>d2</b> . . . . .		<b>d</b>	-13,427.
<b>e</b>	Total revenue (Part I, line 12). Add lines <b>c</b> and <b>d</b> . . . . .		<b>e</b>	18,991,358.

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

<b>a</b>	Total expenses and losses per audited financial statements . . . . .		<b>a</b>	16,893,584.
<b>b</b>	Amounts included on line a but not on Part I, line 17:			
1	Donated services and use of facilities . . . . .	<b>b1</b>		13,213.
2	Prior year adjustments reported on Part I, line 20 . . . . .	<b>b2</b>		
3	Losses reported on Part I, line 20 . . . . .	<b>b3</b>		
4	Other (specify): <u>SEE STATEMENT 17</u> -----	<b>b4</b>		13,427.
	Add lines <b>b1</b> through <b>b4</b> . . . . .		<b>b</b>	26,640.
<b>c</b>	Subtract line <b>b</b> from line <b>a</b> . . . . .		<b>c</b>	16,866,944.
<b>d</b>	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b . . . . .	<b>d1</b>		
2	Other (specify): -----	<b>d2</b>		
	Add lines <b>d1</b> and <b>d2</b> . . . . .		<b>d</b>	
<b>e</b>	Total expenses (Part I, line 17). Add lines <b>c</b> and <b>d</b> . . . . .		<b>e</b>	16,866,944.

**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 18		508,473.	21,953.	NONE

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

Table with 3 columns: Question, Yes, No. Rows include 75a (21), 75b, 75c, and 75d.

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation, (D) Contributions to employee benefit plans, (E) Expense account and other allowances.

Part VI Other Information (See the instructions.)

Table with 3 columns: Question, Yes, No. Rows include 76, 77, 78a, 78b, 79, 80a, 80b, 81a, and 81b.

**Part VI Other Information (continued)**

		Yes	No
<b>82a</b>	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)			
<b>82b</b>	47,000.		
<b>83a</b>	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
<b>83b</b>	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	X	
<b>84a</b>	Did the organization solicit any contributions or gifts that were not tax deductible?	N/A	
<b>84b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
<b>85a</b>	<b>501(c)(4), (5), or (6).</b> Were substantially all dues nondeductible by members?	N/A	
<b>85b</b>	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	N/A	
<b>85c</b>	Dues, assessments, and similar amounts from members	N/A	
<b>85d</b>	Section 162(e) lobbying and political expenditures	N/A	
<b>85e</b>	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	N/A	
<b>85f</b>	Taxable amount of lobbying and political expenditures (line 85d less 85e)	N/A	
<b>85g</b>	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	
<b>85h</b>	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	
<b>86a</b>	<b>501(c)(7) orgs.</b> Enter: a Initiation fees and capital contributions included on line 12	N/A	
<b>86b</b>	b Gross receipts, included on line 12, for public use of club facilities	N/A	
<b>87a</b>	<b>501(c)(12) orgs.</b> Enter: a Gross income from members or shareholders	N/A	
<b>87b</b>	b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	N/A	
<b>88a</b>	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	X	
<b>88b</b>	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
<b>89a</b>	<b>501(c)(3) organizations.</b> Enter: Amount of tax imposed on the organization during the year under: section 4911 <u>NONE</u> ; section 4912 <u>NONE</u> ; section 4955 <u>NONE</u>		
<b>89b</b>	<b>501(c)(3) and 501(c)(4) orgs.</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
<b>89c</b>	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <u>NONE</u>		
<b>89d</b>	Enter: Amount of tax on line 89c, above, reimbursed by the organization <u>NONE</u>		
<b>89e</b>	<b>All organizations.</b> At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
<b>89f</b>	<b>All organizations.</b> Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
<b>89g</b>	<b>For supporting organizations and sponsoring organizations maintaining donor advised funds.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>90a</b>	List the states with which a copy of this return is filed <u>SEE STATEMENT 22</u>		
<b>90b</b>	Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)	78	
<b>91a</b>	The books are in care of <u>KEN DONALDSON</u> Telephone no. <u>202-429-5609</u> Located at <u>1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC</u> ZIP + 4 <u>20036</u>		
<b>91b</b>	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)? If "Yes," enter the name of the foreign country <u>_____</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		X

**Part VI Other Information (continued)**

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

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

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

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a PROGRAM SERVICE REVENUE					14,000.
b PUBLICATION SALES					2,994.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	18,244.	
96 Dividends and interest from securities			14	609,680.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-197,769.	
101 Net income or (loss) from special events			01	21,085.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b ROYALTIES			15	22,715.	
c LIST RENTAL			13	28,939.	
d OTHER INCOME			01	3,936.	
e					
104 Subtotal (add columns (B), (D), and (E))				506,830.	16,994.
105 Total (add line 104, columns (B), (D), and (E))					523,824.

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).
▼	STMT 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
STMT 24	%		NONE	7,090.
	%			
	%			
	%			

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

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

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

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

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

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

Yes	No
	X

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

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

Yes	No
	X

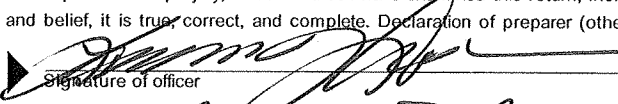
	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
<b>Totals</b>				

**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
	X


**Please Sign Here**

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

Signature of officer:  Date: 5-15-09

Type or print name and title: LAURENCE J. AMON

**Paid Preparer's Use Only**

Preparer's signature:  Date: 5-15-2009

Check if self-employed:

Preparer's SSN or PTIN (See Gen. Inst. X):

Firm's name (or yours if self-employed), address, and ZIP + 4: ARGY, WILTSE & ROBINSON, P.C.  
8405 GREENSBORO DRIVE, 7TH FLOOR  
MCLEAN, VA 22102

EIN: Phone no. 703-893-0600

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Organization Exempt Under Section 501(c)(3)**

OMB No. 1545-0047

Department of the Treasury  
Internal Revenue Service

(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**

**2007**

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

**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
SEE STATEMENT 25				
Total number of other employees paid over \$50,000 . . ▶		39		

**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
SEE STATEMENT 26		
Total number of others receiving over \$50,000 for professional services . . . . . ▶		3

**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
SEE STATEMENT 27		
Total number of other contractors receiving over \$50,000 for other services . . . . . ▶		0

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

Table with 3 columns: Question, Yes, No. Contains questions 1 through 7g regarding lobbying activities, grants, and donor advised funds.

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

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

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

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

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

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



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

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

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

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

NOT APPLICABLE

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

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? . . . . .		
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? . . . . .		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .		
d	Copies of all material used by the organization or on its behalf to solicit contributions? . . . . .		
	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? . . . . .		
b	Admissions policies? . . . . .		
c	Employment of faculty or administrative staff? . . . . .		
d	Scholarships or other financial assistance? . . . . .		
e	Educational policies? . . . . .		
f	Use of facilities? . . . . .		
g	Athletic programs? . . . . .		
h	Other extracurricular activities? . . . . .		
	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? . . . . .		
b	Has the organization's right to such aid ever been revoked or suspended? . . . . . If you answered "Yes" to either 34a or b, please explain using an attached statement.		
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 . . . . .		

**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
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) . . . . .	36	5,665.
37	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	37	12,303.
38	Total lobbying expenditures (add lines 36 and 37) . . . . .	38	17,968.
39	Other exempt purpose expenditures . . . . .	39	
40	Total exempt purpose expenditures (add lines 38 and 39) . . . . .	40	17,968.
41	Lobbying nontaxable amount. Enter the amount from the following table - <b>If the amount on line 40 is -</b> <b>The lobbying nontaxable amount is -</b>		
	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	3,594.
	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	899.
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 . . . . .	43	4,766.
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 . . . . .	44	14,374.

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

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.)

See the instructions for lines 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period					
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total	
45	Lobbying nontaxable amount . . . . .	3,594.	936,289.	811,434.	826,501.	2,577,818.
46	Lobbying ceiling amount (150% of line 45(e)) . . . . .					3,866,727.
47	Total lobbying expenditures . . . . .	12,303.	173,622.	196,299.	23,337.	405,561.
48	Grassroots nontaxable amount . . . . .	899.	234,072.	202,859.	206,625.	644,455.
49	Grassroots ceiling amount (150% of line 48(e)) . . . . .					966,683.
50	Grassroots lobbying expenditures . . . . .	5,665.	139,994.	31,135.	1,337.	178,131.

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

NOT APPLICABLE

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

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers . . . . .			
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.) . . . . .			

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

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

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

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

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

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

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

b If "Yes," complete the following schedule:

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

Name of organization OCEAN CONSERVANCY	Employer identification number 23-7245152
---	--

Organization type (check one):

**Filers of:**

**Section:**

- |                    |                                     |  |
|--------------------|-------------------------------------|--|
| Form 990 or 990-EZ | <input checked="" type="checkbox"/> | 501(c)(3 ) (enter number) organization   |
|                    | <input type="checkbox"/>            | 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation |
|                    | <input type="checkbox"/>            | 527 political organization   |
| Form 990-PF        | <input type="checkbox"/>            | 501(c)(3) exempt private foundation  |
|                    | <input type="checkbox"/>            | 4947(a)(1) nonexempt charitable trust treated as a private foundation            |
|                    | <input type="checkbox"/>            | 501(c)(3) taxable private foundation   |

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

**General Rule -**

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

**Special Rules -**

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) . . . . . ▶ \$ \_\_\_\_\_

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

Name of organization OCEAN CONSERVANCY

Employer identification number  
23-7245152

**Part I** Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 434,202.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 6,549,847.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 850,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990 - GENERAL EXPLANATION ATTACHMENT  
=====

## GENERAL EXPLANATION ATTACHMENT #1

## FORM 990 - DEPRECIATION (LINE 42) AND FIXED ASSETS (LINE 57)

COMPUTER EQUIPMENT	\$ 1,284,909
FURNITURE AND FIXTURES	196,519
LEASEHOLD IMPROVEMENTS	47,075
INTELLECTUAL PROPERTY	177,846
	-----
EQUALS: TOTAL FIXED ASSETS	1,706,349
LESS: ACCUMULATED DEPRECIATION	(1,247,034)
	-----
EQUALS: NET PROPERTY AND EQUIPMENT	459,315
CURRENT YEAR DEPRECIATION AND AMORTIZATION EXPENSE:	262,320

FORM 990 - GENERAL EXPLANATION ATTACHMENT

GENERAL EXPLANATION ATTACHMENT #2

PART I, LINE 8 - GAIN OR (LOSS) ON SALE OF ASSETS OTHER THAN INVENTORY

SECURITIES:

PROCEEDS FROM SALE OF PUBLIC SECURITIES	\$ 1,362,074
LESS: BASIS	(1,559,843)
NET GAIN OR (LOSS) ON SALE OF PUBLIC SECURITIES	(\$197,769)



FORM 990, PART I - SPECIAL FUNDRAISING EVENTS AND ACTIVITIES  
=====

DESCRIPTION -----	GROSS REVENUE -----	DIRECT EXPENSES -----	NET INCOME -----
ICC AWARENESS EVENT	34,512.	13,427.	21,085.
TOTALS	34,512.	13,427.	21,085.

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

=====

DESCRIPTION

-----

AMOUNT

-----

PRIOR YEAR AUDIT ADJUSTMENT

291,000.

-----

TOTAL

291,000.

=====

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
UNREALIZED LOSSES ON MARKETABLE SECURITIES	2,775,867.
LOSS ON UNCOLLECTIBLE PROMISES	193,986.
	-----
TOTAL	2,969,853.
	=====

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

GRANTS PAID

THE NATIONAL MARINE SANCTUARY FOUNDATION

NONE

CONSERVING SPECIAL OCEAN PLACES GRANT

10,500.

8601 GEORGIA AVE SUITE 500

SILVER SPRING, MD 20910

KEEP HILLSBOROUGH COUNTY

NONE

COASTAL CLEAN-UP

2,500.

P.O. BOX 273248

TAMPA, FL 33688

AUGUSTUS VOGEL

NONE

COASTAL CLEAN-UP

641.

543 4TH ST SE

WASHINGTON, DC 20003

MARINE FISH CONSERVATION

NONE

OCEAN GOVERNANCE

500.

600 PENNSYLVANIA AVE SE #210

WASHINGTON, DC 20003

CONSERVATION LAW FOUNDATION

NONE

OCEAN GOVERNANCE

46,000.

62 SUMMER STREET

BOSTON, MA 02210-1016

MASSACHUSETTS AUDUBON

NONE

OCEAN GOVERNANCE

38,000.

6 BEACON STREET SUITE 1025

BOSTON, MA 02108

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

WIDECAST 135 DUKE MARINE LAB ROAD BEUFORT, NC 28516-9721	NONE	MARINE WILDLIFE GRANT	1,000.
--	------	-----------------------	--------

ASSOCIACION SALVEMOS LAS TORTUGAS P.O. BOX 738 OCCIDENTAL, CA 95465	NONE	MARINE WILDLIFE GRANT	1,000.
---	------	-----------------------	--------

THE OCEAN FOUNDATION 1990 M STREET NW SUITE 250 WASHINGTON, DC 20036	NONE	MARINE WILDLIFE GRANT	5,220.
--	------	-----------------------	--------

UCF MARINE TURTLE RESEARCH GROUP 3865 S A1A MELBOURNE BEACH, FL 32951	NONE	MARINE WILDLIFE GRANT	400.
---	------	-----------------------	------

PRO PENINSULA P.O. BOX 3953 SAN DIEGO, CA 92163	NONE	CONSERVING SPECIAL OCEAN PLACES GRANT	10,000.
---	------	---------------------------------------	---------

NO98/YES99 591 REDWOOD HIGHWAY NO 4000 MILL VALLEY, CA 94941	NONE	OCEAN GOVERNANCE GRANT	5,000.
--	------	------------------------	--------

WOODS HOLE OCEANOGRAPHIC INSTITUTION MS #22 WOODS HOLE, MA 02543	NONE	CORAL REEF PRESERVATION	29,465.
--	------	-------------------------	---------

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SMITHSONIAN INSTITUITE 1100 JEFFERSON DR SW #3123 WASHINGTON, DC 20560-0705	NONE	COMMUNICATIONS, MARKETING & PUBLICATIONS	500,000.
---	------	--	----------

STANFORD UNIVERSITY 120 OCEAN VIEW BLVD PACIFIC GROVE, CA 93950	NONE	CORAL REEF PRESERVATION	14,901.
---	------	-------------------------	---------

UNIVERSITY OF HAWAII TECH 2525 CORREA RD HIG237 HONOLULU, HI 96822	NONE	CORAL REEF PRESERVATION	14,150.
---	------	-------------------------	---------

UNIVERSITY OF FLORIDA 219 GRINTER HALL PO BOX #115500 GAINESVILLE, FL 32611-5500	NONE	CORAL REEF PRESERVATION	14,730.
--	------	-------------------------	---------

UNIVERSITY OF MAINE - UPEAST FOUNDATION 193 CLARK'S COVE ROAD WALPOLE, ME 04573	NONE	CORAL REEF PRESERVATION	15,000.
---	------	-------------------------	---------

TOTAL CONTRIBUTIONS PAID			709,007.
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FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
OTHER PROF. FEES/CONSULTANTS	1,755,221.	1,319,428.	299,918.	135,875.
DUES & SUBSCRIPTIONS	54,423.	51,361.	1,456.	1,606.
INSURANCE	59,724.	35,842.	12,094.	11,788.
LIST RENTALS	166,108.	NONE	NONE	166,108.
ADVERTISING EXPENSE	122,892.	90,948.	2,419.	29,525.
COMPUTER EXPENSE	218,206.	200,002.	17,393.	811.
MISCELLANEOUS EXPENSES	14,054.	2,926.	9,709.	1,419.
OTHER MATERIALS/ INCENTIVES	20,311.	15,835.	2,265.	2,211.
TAXES & LICENSES	-30,421.	2,944.	-33,617.	252.
TEMPORARY HELP	94,908.	57,436.	26,722.	10,750.
BANK FEES	158,216.	21,216.	135,783.	1,217.
TOTALS	2,633,642.	1,797,938.	474,142.	361,562.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

=====

OCEAN CONSERVANCY PROMOTES HEALTHY AND DIVERSE OCEAN ECOSYSTEMS AND OPPOSES PRACTICES THAT THREATEN OCEAN LIFE AND HUMAN LIFE. THROUGH RESEARCH, EDUCATION, AND SCIENCE-BASED ADVOCACY, OCEAN CONSERVANCY INFORMS, INSPIRES, AND EMPOWERS PEOPLE TO SPEAK AND ACT ON BEHALF OF THE OCEANS.



FORM 990, PART III - OTHER PROGRAM SERVICES (LINE E)

DESCRIPTION	GRANTS AND ALLOCATIONS	EXPENSES
CONSERVE SPECIAL OCEAN PLACES	104,128.	1,557,928.
COMMUNICATIONS, MARKETING AND PUBLICATIONS	510,000.	1,940,070.
TOTALS	614,128.	3,497,998.

FORM 990, PART IV - INVESTMENTS - OTHER SECURITIES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	COST OR FMV -----
STATE & LOCAL GOV'T OBLIGATION	256,142.	FMV
ALTERNATIVE INVESTMENTS	1,688,771.	FMV
	-----	
TOTALS	1,944,913.	
	=====	

FORM 990, PART IV - OTHER ASSETS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----
DEPOSITS	205,307.
CHARITABLE REMAINDER TRUST RECEIVABLE	281,041.
BUILDING RESERVES & ESCROWS	6,014.
DEBT ISSUANCE COSTS, NET	3,227.
OTHER ASSETS	35,000.
	-----
TOTALS	530,589.
	=====

FORM 990, PART IV - MORTGAGES AND OTHER NOTES PAYABLE  
 =====

LENDER: BANK OF AMERICA TERM LOAN  
 ORIGINAL AMOUNT: 3,000,000.  
 INTEREST RATE: 5.590000  
 DATE OF NOTE: 02/01/2006  
 MATURITY DATE: 02/10/2021  
 REPAYMENT TERMS: 180 MONTHLY INSTALLMENTS OF \$24,656  
 SECURITY PROVIDED: INVESTMENT PORTFOLIO

BEGINNING BALANCE DUE .....	2,786,917.
ENDING BALANCE DUE .....	2,645,829.

-----

LENDER: BANK OF AMERICA LINE OF CREDIT  
 ORIGINAL AMOUNT: 1,250,000.  
 INTEREST RATE: 2.880000  
 DATE OF NOTE: 12/29/2004  
 MATURITY DATE: 03/31/2009  
 REPAYMENT TERMS: ON DEMAND  
 SECURITY PROVIDED: BANK OF AMERICA INVESTMENT PORTFOLIO

BEGINNING BALANCE DUE .....	NONE
ENDING BALANCE DUE .....	1,250,000.

-----

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	2,786,917.
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=====

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	3,895,829.
--	------------

=====

FORM 990, PART IV - OTHER LIABILITIES

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
ANNUITY PAYMENT LIABILITY	810,720.
TOTALS	----- 810,720. =====

FORM 990, PART IV-A - OTHER REVENUE ON RETURN BUT NOT ON BOOKS  
=====

DESCRIPTION  
-----

AMOUNT  
-----

SPECIAL EVENT DIRECT EXPENSES

-13,427.

TOTAL

-----  
-13,427.  
=====

FORM 990, PART IV-B - OTHER EXPENSES ON BOOKS BUT NOT ON RETURN  
=====

DESCRIPTION  
-----

AMOUNT  
-----

SPECIAL EVENT DIRECT EXPENSES

13,427.

TOTAL

-----  
13,427.  
=====

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
VERONIQUE SPRUILL 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	PRESIDENT & CEO 40.00	249,746.	14,223.	NONE
DENNIS KELSO 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	EVP/COO 40.00	183,577.	NONE	NONE
LAWRENCE AMON 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	CFO 24.00	75,150.	7,730.	NONE
CECILY MAJERUS 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	CHAIR 1.15	NONE	NONE	NONE
CURTIS BOHLEN 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	VICE CHAIR 1.15	NONE	NONE	NONE
CHRIS KUEBLER 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	TREASURER 1.15	NONE	NONE	NONE
BARBARA PAUL ROBINSON	SECRETARY 1.15	NONE	NONE	NONE



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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036				
ROBERT N. ALLEN, JR. 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
PATRICK B. PURCELL 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
PHILIPPE COUSTEAU 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
DAVID DOSSETTER 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
SYLVIA A. EARLE 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
NICOLE LUSKEY 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEVEN MOORE 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
H. EDWARD MUENDEL 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
MICHAEL ORBACH 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
STEPHEN PALUMBI 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
BARBARA SWEET 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE
DAVID ZACHES 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	BOARD MEMBER 1.15	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
		508,473.	21,953.	NONE
GRAND TOTALS				

FORM 990, PART VI, LINE 90(A) - STATES

---

## STATES WITH WHICH A COPY OF THIS RETURN IS FILED

ALABAMA  
ALASKA  
ARIZONA  
ARKANSAS  
CALIFORNIA  
COLORADO  
CONNECTICUT  
DISTRICT OF COLUMBIA  
FLORIDA  
GEORGIA  
ILLINOIS  
KANSAS  
KENTUCKY  
LOUISIANA  
MAINE  
MARYLAND  
MASSACHUSETTS  
MICHIGAN  
MINNESOTA  
MISSISSIPPI  
MISSOURI  
NEW HAMPHSIRE  
NEW JERSEY  
NEW MEXICO  
NEW YORK  
NORTH CAROLINA  
NORTH DAKOTA  
OHIO  
OKLAHOMA  
OREGON  
PENNSYLVANIA  
RHODE ISLAND  
SOUTH CAROLINA  
TENNESSEE  
TEXAS  
VIRGIINIA  
WASHINGTON  
WEST VIRGINIA  
WISCONSIN

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

=====

LINE NO.	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES
-------------	--

-----

93A	UNITED NATIONS ENVIRONMENTAL PROTECTION PROGRAMME EDUCATES THE PUBLIC BY PUBLISHING INFORMATION ABOUT OCEAN CONSERVATION.
-----	---

93B	SALES OF EDUCATIONAL PUBLICATIONS ON MARINE CONSERVATION ISSUES.
-----	---

FORM 990, PART IX - INFORMATION REGARDING TAXABLE SUBSIDIARIES

NAME AND ADDRESS EMPLOYER IDENTIFICATION NUMBER	PERCENTAGE OWNERSHIP INTEREST	NATURE OF BUSINESS ACTIVITIES	TOTAL INCOME	ENDING ASSETS
2029 K STREET, LLC 2029 K STREET, NW WASHINGTON, DC 20006 54-2164045	1.000000	BUILDING HOLDING ENTITY	NONE	7,090.

TOTAL INCOME

NONE

7,090.

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
WARNER CHABOT 1300 19TH STREET, NW WASHINGTON, DC 20036	VP CAMPAIGNS 40.00	133,442.	9,220.
MARK POWELL 1300 19TH STREET, NW WASHINGTON, DC 20036	VP SUSTAINABILITY 40.00	124,039.	14,410.
LAURA CAPPS 1300 19TH STREET, NW WASHINGTON, DC 20036	SVP GOVT AFFAIRS 40.00	141,885.	5,047.
VICTORIA CORNISH 1300 19TH STREET, NW WASHINGTON, DC 20036	VP MARINE WILDLIFE 40.00	114,979.	13,094.
AMELIA MONTJOY 1300 19TH STREET, NW WASHINGTON, DC 20036	SVP RESOURCE DEVELOP 40.00	154,323.	8,069.
TOTAL COMPENSATION		668,668.	49,840.

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.  
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NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
HCI NETWORK SOLUTIONS 27 APPLESEED LANE GAITHERSBURG, MD 20878	IT SUPPORT	111,324.
LAWRENCE J. AMON 470 BIRDSONG PLACE SANIBEL, FL 33957	CONSULTANT	67,600.
SEBA SHEAVLY 3500 VIRGINIA BEACH BLVD SUITE 212 VIRGINIA BEACH, VA 23452	CONSULTANT	65,500.
LYNCH ASSOCIATES, LLC 10 LIBERTY SQUARE 5TH FLOOR BOSTON, MA 02109	CONSULTANT	59,000.
ARGY WILTSE & ROBINSON P.C. 8405 GREENSBORO DR SUITE 700 MCLEAN, VA 22102	PUBLIC ACCOUNTING	90,336.
	TOTAL COMPENSATION	----- 393,760. =====



SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.  
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NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
BEACONFIRE CONSULTING 2300 CLARENDON BLVD SUITE 1100 ARLINGTON, VA 22201	SOFTWARE DEVELOPMNT	87,084.
MAL WARWICK & ASSOCIATES 2550 9TH STREET #103 BERKLEY, CA 94710	DIRECT MAIL	142,106.
	TOTAL COMPENSATION	----- 229,190. =====

SCHEDULE A, PART IV-A - OTHER INCOME

DESCRIPTION	2006	2005	2004	2003	TOTAL
OTHER INCOME	98,085.	92,399.	163,603.	69,254.	423,341.
TOTALS	98,085.	92,399.	163,603.	69,254.	423,341.