

Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

OMB No. 1545-0047

**2012**Open to Public  
Inspection

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

**A** For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

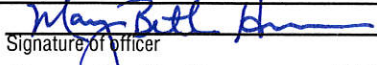
<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>National Audubon Society Inc.</b>		<b>D</b> Employer identification number <b>13-1624102</b>
	Doing Business As		<b>E</b> Telephone number <b>212-979-3000</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	<b>225 Varick Street, 7th Floor</b>		
	City, town, or post office, state, and ZIP code <b>New York, NY 10014</b>		<b>G</b> Gross receipts \$ <b>98,376,394.</b>
<b>F</b> Name and address of principal officer: <b>David Yarnold</b> <b>same as C above</b>		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list. (see instructions)	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: <b>www.audubon.org</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		<b>L</b> Year of formation: <b>1905</b>	<b>M</b> State of legal domicile: <b>NY</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities: <b>See Schedule O</b>			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a) <b>27</b>		
	4	Number of independent voting members of the governing body (Part VI, line 1b) <b>27</b>		
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a) <b>997</b>		
	6	Total number of volunteers (estimate if necessary) <b>9037</b>		
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 <b>1,535,244.</b>		
7b	Net unrelated business taxable income from Form 990-T, line 34 <b>-302,589.</b>			
<b>Revenue</b>	8	Contributions and grants (Part VIII, line 1h)	Prior Year <b>67,439,007.</b>	Current Year <b>68,447,938.</b>
	9	Program service revenue (Part VIII, line 2g)	<b>7,535,772.</b>	<b>6,495,192.</b>
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>14,760,229.</b>	<b>9,359,918.</b>
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>6,471,875.</b>	<b>4,646,688.</b>
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>96,206,883.</b>	<b>88,949,736.</b>
<b>Expenses</b>	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>5,286,076.</b>	<b>3,102,373.</b>
	14	Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>46,519,067.</b>	<b>45,096,999.</b>
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	<b>879,277.</b>	<b>1,193,887.</b>
	b	Total fundraising expenses (Part IX, column (D), line 25) <b>10,034,161.</b>		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>36,464,082.</b>	<b>38,808,672.</b>
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>89,148,502.</b>	<b>88,201,931.</b>
19	Revenue less expenses. Subtract line 18 from line 12	<b>7,058,381.</b>	<b>747,805.</b>	
<b>Net Assets or Fund Balances</b>	20	Total assets (Part X, line 16)	Beginning of Current Year <b>432,945,817.</b>	End of Year <b>450,334,791.</b>
	21	Total liabilities (Part X, line 26)	<b>47,770,801.</b>	<b>46,419,407.</b>
	22	Net assets or fund balances. Subtract line 21 from line 20	<b>385,175,016.</b>	<b>403,915,384.</b>

**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.

<b>Sign Here</b>	Signature of officer 	Date <b>2/14/14</b>			
	<b>Mary Beth Henson, VP &amp; CFO</b> Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>Garrett M. Higgins</b>	Preparer's signature <b>Garrett M. Higgins</b>	Date <b>02/12/14</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P00543209</b>
	Firm's name <b>O'CONNOR DAVIES, LLP</b>	Firm's EIN <b>27-1728945</b>			
	Firm's address <b>500 MAMARONECK AVENUE HARRISON, NY 10528-1633</b>		Phone no. <b>914-381-8900</b>		

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

**Part III Statement of Program Service Accomplishments**

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

☒

1 Briefly describe the organization's mission:

National Audubon Society, Inc. ("Audubon") was incorporated in 1905. Audubon's mission is to conserve and restore natural ecosystems, focusing on birds and other wildlife, for the benefit of humanity and the earth's biological diversity. (See Sch O)

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

Section 501(c)(3) and 501(c)(4) organizations 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 \$ 51,556,582. including grants of \$ 1,699,883. ) (Revenue \$ 7,068,473. )  
See Schedule O - Field Conservation

4b (Code: ) (Expenses \$ 22,180,529. including grants of \$ 1,402,490. ) (Revenue \$ 451,134. )  
See Schedule O - National Conservation

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

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

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 73,737,111.

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**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	<b>21</b> X	
<b>22</b> 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>	<b>22</b> X	
<b>23</b> 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>	<b>23</b> X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	<b>24a</b>	X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<b>24b</b>	
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<b>24c</b>	
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<b>24d</b>	
<b>25a</b> <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>	<b>25a</b>	X
<b>b</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>	<b>25b</b>	X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	<b>26</b> X	
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	<b>27</b>	X
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28a</b>	X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28b</b>	X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28c</b>	X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	<b>29</b> 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>	<b>30</b> X	
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	<b>31</b>	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>	<b>32</b>	X
<b>33</b> 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>	<b>33</b>	X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	<b>34</b> X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>35a</b> X	
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<b>35b</b>	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>	<b>36</b>	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>	<b>37</b>	X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	<b>38</b> X	

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

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**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

	Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	399
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	997
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	X
<b>4a</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)?	4a	X
<b>b</b> If "Yes," enter the name of the foreign country: <b>Canada</b> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	7d	1
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	X
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
<b>9 Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b> Did the organization make any taxable distributions under section 4966?	9a	
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
<b>10 Section 501(c)(7) organizations.</b> Enter:		
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	10a	
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
<b>11 Section 501(c)(12) organizations.</b> Enter:		
<b>a</b> Gross income from members or shareholders	11a	
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a	
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	13a	
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
<b>c</b> Enter the amount of reserves on hand	13c	
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

☒**Section A. Governing Body and Management**

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	27			
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		27		
b Enter the number of voting members included in line 1a, above, who are independent				
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?			3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?			5	X
6 Did the organization have members or stockholders?			6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?			8a	X
b Each committee with authority to act on behalf of the governing body?			8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O			9	X

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

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

**Section C. Disclosure**

17 List the states with which a copy of this Form 990 is required to be filed **See Schedule O**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☒ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **Mary Beth Henson, VP & CFO - 212-979-3000**  
**225 Varick Street, 7th Floor, New York, NY 10014**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Margot Ernst Vice-Chair	8.00	X		X				0.	0.	0.
(2) David B. Hartwell Treasurer	8.00	X		X				0.	0.	0.
(3) Allen J. Model Vice Chair	8.00	X		X				0.	0.	0.
(4) Alan Wilson, Vice Chair Term ended January 2013	8.00	X		X				0.	0.	0.
(5) B. Holt Thrasher Chair	8.00	X		X				0.	0.	0.
(6) Lloyd Semple, Vice Chair Term ended August 2012	8.00	X		X				0.	0.	0.
(7) David B. Ford Secretary	8.00	X		X				0.	0.	0.
(8) Peggy Montano Assistant Secretary	8.00	X		X				0.	0.	0.
(9) Michael Stolper, Asst Secretary Term ended January 2013	8.00	X		X				0.	0.	0.
(10) Leigh Altadonna Director	8.00	X						0.	0.	0.
(11) Jon Anda Term ended January 2013	8.00	X						0.	0.	0.
(12) Peter Cannon Jr. Term ended January 2013	8.00	X						0.	0.	0.
(13) Mary McDermott Cook Director	8.00	X						0.	0.	0.
(14) Alan Dolan Director	8.00	X						0.	0.	0.
(15) Joseph Ellis Director	8.00	X						0.	0.	0.
(16) Joy Hester Director	8.00	X						0.	0.	0.
(17) Jane Kerin Moffat Term ended January 2013	8.00	X						0.	0.	0.



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Jess Morton Term ended January 2013	8.00	X						0.	0.	0.
(19) Kristi Patterson Director	8.00	X						0.	0.	0.
(20) Terry Root Director	8.00	X						0.	0.	0.
(21) Alexander Zagoreos Director	8.00	X						0.	0.	0.
(22) Victor D. Vidales III Term ended January 2013	8.00	X						0.	0.	0.
(23) Douglas Varley Term ended May 2013	8.00	X						0.	0.	0.
(24) Marina Skumanich Director	8.00	X						0.	0.	0.
(25) Frank Gill Term ended June 2013	8.00	X						0.	0.	0.
(26) Hector E. Morales Jr. Director	8.00	X						0.	0.	0.
<b>1b Sub-total</b>								0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>								2,439,836.	0.	249,690.
<b>d Total (add lines 1b and 1c)</b>								2,439,836.	0.	249,690.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **42**

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
Production Management Group Ltd., 7160 Columbia Gateway Drive, Columbia, MD 21046	Mailing services	2,778,865.
Palm Coast Data LLC, 3787 Solutions Center, Chicago, IL 60677-3007	Membership processing & mailing	1,895,389.
Edge Direct, LLC P.O. Box 840, Tulsa, OK 74101-0840	Mailing services	888,380.
WC National Mailing Corporation, 4400 Marketing Place, Groveport, OH 43125-9573	Mailing services	505,292.
Quad Graphics, Inc. P.O. Box 842858, Boston, MA 02284-2858	Magazine printing/binding/mai	434,845.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **48**

See Part VII, Section A Continuation sheets

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (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			
(27) David Roux Director	8.00	X						0.	0.	0.
(28) Hugh Simmons Director	8.00	X						0.	0.	0.
(29) Susan Bell Director	8.00	X						0.	0.	0.
(30) Jeff Goodby Director	8.00	X						0.	0.	0.
(31) Stephanie Little Director	8.00	X						0.	0.	0.
(32) Alexis Maybank Director	8.00	X						0.	0.	0.
(33) Jack Stewart Director	8.00	X						0.	0.	0.
(34) Maggie Walker Director	8.00	X						0.	0.	0.
(35) Connie Holsinger Director	8.00	X						0.	0.	0.
(36) Karim Al-Khafaji Director	8.00	X						0.	0.	0.
(37) Jane Alexander Director	8.00	X						0.	0.	0.
(38) David Yarnold President & CEO	40.00			X				459,615.	0.	44,673.
(39) Patricia Douglas VP Tax & Compliance and Asst. Sec.	40.00			X				160,465.	0.	36,532.
(40) Lorraine A. Sciarra VP/General Counsel and Asst. Sec.	40.00			X				242,050.	0.	9,039.
(41) Susan J. Lunden COO	40.00			X				208,692.	0.	15,445.
(42) Mary Beth Henson VP and CFO beginning 1/14/13	40.00			X				0.	0.	0.
(43) Margaret Olsen VP and Chief Conservation Officer	40.00				X			206,690.	0.	23,818.
(44) Kimberly A. Keller VP & Chief Development Officer	40.00					X		222,000.	0.	14,411.
(45) Jessica L. Green VP of Engagement	40.00					X		202,690.	0.	15,326.
(46) Glenn E. Olson Vice President	40.00					X		217,964.	0.	30,675.
Total to Part VII, Section A, line 1c										

[illegible]



**Part VIII** Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

				(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>1 a</b> Federated campaigns	<b>1a</b>					
	<b>b</b> Membership dues	<b>1b</b>					
	<b>c</b> Fundraising events	<b>1c</b>	3,836,341.				
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>	6,131,651.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	58,479,946.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		2,180,992.				
	<b>h Total.</b> Add lines 1a-1f		68,447,938.				
<b>Program Service Revenue</b>	<b>2 a</b> Tuition Income	Business Code	900099	2,191,825.	2,191,825.		
	<b>b</b> Mitigation Revenue		900099	1,795,366.	1,795,366.		
	<b>c</b> Admissions		900099	1,317,288.	1,317,288.		
	<b>d</b> Contractual Revenue		900099	629,098.	629,098.		
	<b>e</b> Registration Fees		900099	336,034.	336,034.		
	<b>f</b> All other program service revenue		900099	225,581.	225,581.		
	<b>g Total.</b> Add lines 2a-2f			6,495,192.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)			6,779,059.		-5,980.	6,785,039.
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties			1,059,546.			1,059,546.
	<b>6 a</b> Gross rents	(i) Real	(ii) Personal				
		1,056,564.					
	<b>b</b> Less: rental expenses		0.				
	<b>c</b> Rental income or (loss)		1,056,564.				
	<b>d</b> Net rental income or (loss)			1,056,564.			1,056,564.
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		9,889,723.	322,527.				
	<b>b</b> Less: cost or other basis and sales expenses		7,426,912.	204,479.			
	<b>c</b> Gain or (loss)		2,462,811.	118,048.			
	<b>d</b> Net gain or (loss)			2,580,859.			2,580,859.
	<b>8 a</b> Gross income from fundraising events (not including \$ 3,836,341. of contributions reported on line 1c). See Part IV, line 18		a	478,172.			
	<b>b</b> Less: direct expenses		b	1,134,668.			
	<b>c</b> Net income or (loss) from fundraising events			-656,496.			-656,496.
	<b>9 a</b> Gross income from gaming activities. See Part IV, line 19		a	6,911.			
	<b>b</b> Less: direct expenses		b	0.			
	<b>c</b> Net income or (loss) from gaming activities			6,911.			6,911.
	<b>10 a</b> Gross sales of inventory, less returns and allowances		a	1,685,014.			
<b>b</b> Less: cost of goods sold		b	660,599.				
<b>c</b> Net income or (loss) from sales of inventory			1,024,415.	1,024,415.			
<b>Miscellaneous Revenue</b>			Business Code				
<b>11 a</b> Advertising		541810	1,523,983.		1,523,983.		
<b>b</b> List Rental		533110	412,889.			412,889.	
<b>c</b> Insurance Recovery		900099	154,949.			154,949.	
<b>d</b> All other revenue		900099	63,927.		17,241.	46,686.	
<b>e Total.</b> Add lines 11a-11d			2,155,748.				
<b>12 Total revenue.</b> See instructions.			88,949,736.	7,519,607.	1,535,244.	11,446,947.	

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	2,851,174.	2,851,174.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	53,076.	53,076.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	198,123.	198,123.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,613,256.	1,079,385.	439,762.	94,109.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	111,489.	50,170.	55,745.	5,574.
7 Other salaries and wages	33,516,759.	28,863,905.	1,300,427.	3,352,427.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,849,385.	2,536,402.	18,829.	294,154.
9 Other employee benefits	3,854,225.	3,369,382.	23,892.	460,951.
10 Payroll taxes	3,151,885.	2,823,753.	29,014.	299,118.
11 Fees for services (non-employees):				
a Management	211,027.	87,071.	97,115.	26,841.
b Legal	195,868.	16,107.	179,525.	236.
c Accounting	70,287.	60,287.	10,000.	
d Lobbying	1,193,887.			1,193,887.
e Professional fundraising services. See Part IV, line 17	462,470.		461,710.	760.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	6,187,795.	5,638,048.	125,295.	424,452.
12 Advertising and promotion	302,352.	300,113.		2,239.
13 Office expenses	10,920,605.	8,139,429.	317,823.	2,463,353.
14 Information technology	807,151.	699,405.	74,936.	32,810.
15 Royalties	441,158.	441,158.		
16 Occupancy	4,309,185.	3,560,254.	534,476.	214,455.
17 Travel	1,920,834.	1,679,879.	70,011.	170,944.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	669,676.	483,884.	68,648.	117,144.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,023,893.	2,832,107.	154,667.	37,119.
23 Insurance	679,045.	631,922.	14,865.	32,258.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Maintenance & Equipment	2,407,528.	2,336,832.	31,576.	39,120.
b Transfer of Program Fee	2,325,465.	2,325,465.		
c Membership Fulfillment	1,369,551.	804,954.	216,361.	348,236.
d Service Bureaus	1,331,333.	957,318.	183,087.	190,928.
e All other expenses	1,173,449.	917,508.	22,895.	233,046.
25 Total functional expenses. Add lines 1 through 24e	88,201,931.	73,737,111.	4,430,659.	10,034,161.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	8,141,000.	4,817,000.	0.	3,324,000.

**Part X Balance Sheet**Check if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing	25,947,663.	1	39,034,846.
	2 Savings and temporary cash investments	18,617,456.	2	5,284,271.
	3 Pledges and grants receivable, net	6,891,764.	3	7,060,218.
	4 Accounts receivable, net	3,966,830.	4	2,180,776.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	390,849.	8	339,239.
	9 Prepaid expenses and deferred charges	2,020,517.	9	2,878,590.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 175,440,087.		
	b Less: accumulated depreciation	10b 28,782,084.	10c	146,658,003.
	11 Investments - publicly traded securities	80,530,874.	11	91,272,590.
	12 Investments - other securities. See Part IV, line 11	147,713,993.	12	155,494,370.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets	25,500.	14	25,500.
	15 Other assets. See Part IV, line 11	127,209.	15	106,388.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	432,945,817.	16	450,334,791.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	7,541,980.	17	10,507,414.
	18 Grants payable		18	
	19 Deferred revenue	5,717,595.	19	5,921,877.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	2,016,652.	21	2,356,046.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	100,000.
	23 Secured mortgages and notes payable to unrelated third parties	7,175,000.	23	7,175,000.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	25,319,574.	25	20,359,070.
	26 <b>Total liabilities.</b> Add lines 17 through 25	47,770,801.	26	46,419,407.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets	126,556,867.	27	134,662,490.
	28 Temporarily restricted net assets	166,994,917.	28	173,421,712.
	29 Permanently restricted net assets	91,623,232.	29	95,831,182.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	385,175,016.	33	403,915,384.
	34 <b>Total liabilities and net assets/fund balances</b>	432,945,817.	34	450,334,791.

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**Part XI Reconciliation of Net Assets**

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	88,949,736.
2	Total expenses (must equal Part IX, column (A), line 25)	2	88,201,931.
3	Revenue less expenses. Subtract line 2 from line 1	3	747,805.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	385,175,016.
5	Net unrealized gains (losses) on investments	5	9,461,055.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	8,531,508.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	403,915,384.

**Part XII Financial Statements and Reporting**

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

☒

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
b Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	X	

Form 990 (2012)

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.

OMB No. 1545-0047

2012

**Open to Public Inspection**

Employer identification number

13-1624102

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

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

[illegible]

Schedule A (Form 990 or 990-EZ) 2012

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	61,573,219.	61,373,956.	65,301,714.	67,439,007.	68,447,938.	324,135,834.
<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 .....	61,573,219.	61,373,956.	65,301,714.	67,439,007.	68,447,938.	324,135,834.
<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) .....						15,769,254.
<b>6 Public support.</b> Subtract line 5 from line 4.						308,366,580.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 .....	61,573,219.	61,373,956.	65,301,714.	67,439,007.	68,447,938.	324,135,834.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	8,410,053.	8,230,208.	12,815,847.	9,217,774.	8,901,149.	47,575,031.
<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.) .....			543,773.	1,304,999.	614,524.	2,463,296.
<b>11 Total support.</b> Add lines 7 through 10 .....						374,174,161.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	38,720,190.
<b>13 First five years.</b> 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 <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	82.41	%
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 .....	<b>15</b>	83.18	%
<b>16a 33 1/3% support test - 2012.</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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....			<input checked="" type="checkbox"/>
<b>b 33 1/3% support test - 2011.</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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....			<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2012.</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 <b>stop here.</b> 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 - 2011.</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 <b>stop here.</b> 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"/>

Schedule A (Form 990 or 990-EZ) 2012



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

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

**Section A. Public Support**

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

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> 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 <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

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

**Section D. Computation of Investment Income Percentage**

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

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

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

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

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).**Schedule A, Part II, Line 10, Explanation for Other Income:****List rental**

2010 Amount: \$ 543,773.

2011 Amount: \$ 470,067.

2012 Amount: \$ 412,889.

**Insurance recovery**

2011 Amount: \$ 138,850.

2012 Amount: \$ 154,949.

**Uncollectable management fee**

2011 Amount: \$ 563,259.

2012 Amount: \$ 2,000.

**Miscellaneous income**

2011 Amount: \$ 97,959.

2012 Amount: \$ 32,290.

**Refunds**

2011 Amount: \$ 34,864.

**Honoraria**

2012 Amount: \$ 12,396.

# Schedule B

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

Department of the Treasury  
Internal Revenue Service

# Schedule of Contributors

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

OMB No. 1545-0047

# 2012

Name of the organization

Employer identification number

National Audubon Society Inc.

13-1624102

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

## General Rule

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

## Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 1,717,821.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 3,547,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 2,513,691.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 1,964,767.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

National Audubon Society Inc.

13-1624102

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

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

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

Use duplicate copies of Part III if additional space is needed.

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

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

Department of the Treasury  
Internal Revenue Service

**Political Campaign and Lobbying Activities**

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

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

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

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

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

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

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

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

Name of organization <b>National Audubon Society Inc.</b>	Employer identification number <b>13-1624102</b>
--	---

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

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

2 Political expenditures ..... ▶ \$

3 Volunteer hours ..... ▶

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

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

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

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

4a Was a correction made? ..... ☐ Yes ☐ No

b If "Yes," describe in Part IV.

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

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

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

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

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

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

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

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

Schedule C (Form 990 or 990-EZ) 2012

LHA

232041  
01-07-13

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying) .....														
b Total lobbying expenditures to influence a legislative body (direct lobbying) .....														
c Total lobbying expenditures (add lines 1a and 1b) .....														
d Other exempt purpose expenditures .....														
e Total exempt purpose expenditures (add lines 1c and 1d) .....														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f) .....														
h Subtract line 1g from line 1a. If zero or less, enter -0- .....														
i Subtract line 1f from line 1c. If zero or less, enter -0- .....														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....														

☐ Yes ☐ No

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2012



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

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

	(a)		(b)
	Yes	No	Amount
<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?	X		
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
<b>c</b> Media advertisements?		X	
<b>d</b> Mailings to members, legislators, or the public?		X	
<b>e</b> Publications, or published or broadcast statements?		X	
<b>f</b> Grants to other organizations for lobbying purposes?	X		13,125.
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?	X		207,096.
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
<b>i</b> Other activities?	X		32,366.
<b>j</b> Total. Add lines 1c through 1i			252,587.
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
<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?	1	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

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

<b>1</b> Dues, assessments and similar amounts from members	1	
<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	2a	
<b>b</b> Carryover from last year	2b	
<b>c</b> Total	2c	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
<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?	4	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	5	

**Part IV** Supplemental Information

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

**Part II-B, Line 1, Lobbying Activities:**

Audubon's lobbying activities includes meeting with government officials, distributing material through various media including e-mail to the general public on environmental issues and working with outside consultants to develop strategies to influence legislation.

**SCHEDULE D**  
(Form 990)Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**Open to Public  
Inspection

Name of the organization

National Audubon Society Inc.

Employer identification number

13-1624102

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

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

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

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

<input checked="" type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input checked="" type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input checked="" type="checkbox"/> Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements .....	27
b Total acreage restricted by conservation easements .....	3,835.16
c Number of conservation easements on a certified historic structure included in (a) .....	0
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	0

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

4 Number of states where property subject to conservation easement is located ▶ 9

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

☒ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ 66

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ 1,572.

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

☒ Yes ☐ No

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 .....	▶ \$ <u>11,300.</u>
(ii) Assets included in Form 990, Part X .....	▶ \$ <u>823,753.</u>

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

a Revenues included in Form 990, Part VIII, line 1 .....	▶ \$
b Assets included in Form 990, Part X .....	▶ \$

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☒ No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☒ No

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

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

2a Did the organization include an amount on Form 990, Part X, line 21? ☒ Yes ☐ Nob If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☒**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	161,015,955.	162,600,351.	144,699,238.	132,089,720.	165,120,294.
b Contributions	7,132,214.	17,258,072.	6,315,427.	9,950,612.	6,461,148.
c Net investment earnings, gains, and losses	11,967,574.	-2,005,066.	21,037,468.	11,427,139.	-25,326,566.
d Grants or scholarships	28,956.	27,063.	53,180.	34,980.	227,000.
e Other expenditures for facilities and programs	8,991,548.	16,560,339.	4,658,602.	5,727,253.	11,792,156.
f Administrative expenses	220,000.	250,000.	4,740,000.	3,006,000.	2,146,000.
g End of year balance	170,875,239.	161,015,955.	162,600,351.	144,699,238.	132,089,720.

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

a Board designated or quasi-endowment ☒ 19.00 %b Permanent endowment ☒ 81.00 %c Temporarily restricted endowment ☐ %

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

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3a(ii)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3b	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	1,500.	96,599,499.		96,600,999.
b Buildings		43,429,067.	15,980,305.	27,448,762.
c Leasehold improvements		23,488,003.	5,433,750.	18,054,253.
d Equipment		10,044,531.	7,368,029.	2,676,502.
e Other		1,877,487.		1,877,487.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				146,658,003.

Schedule D (Form 990) 2012

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Alternative Investments	43,587,784.	End-of-Year Market Value
(B) Common Trust Funds	6,661,798.	End-of-Year Market Value
(C) Collective Trust Fund -		
(D) Fixed Income	63,093,285.	End-of-Year Market Value
(E) Beneficial Interest in		
(F) Charitable Trusts	42,151,503.	End-of-Year Market Value
(G)		
(H)		
(I)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	155,494,370.	

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

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

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<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) Book value
(1) Federal income taxes	
(2) Pension and Other Postretirement	
(3) Benefit	13,749,383.
(4) Obligations Under Charitable	
(5) Trusts	6,609,687.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	20,359,070.

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



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

1	Total revenue, gains, and other support per audited financial statements	1	101,717,315.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	9,461,055.
b	Donated services and use of facilities	2b	660,242.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	3,534,016.
e	Add lines 2a through 2d	2e	13,655,313.
3	Subtract line 2e from line 1	3	88,062,002.
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	446,576.
b	Other (Describe in Part XIII.)	4b	441,158.
c	Add lines 4a and 4b	4c	887,734.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	88,949,736.

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

1	Total expenses and losses per audited financial statements	1	89,109,107.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	660,242.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	1,134,668.
e	Add lines 2a through 2d	2e	1,794,910.
3	Subtract line 2e from line 1	3	87,314,197.
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	446,576.
b	Other (Describe in Part XIII.)	4b	441,158.
c	Add lines 4a and 4b	4c	887,734.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	88,201,931.

**Part XIII Supplemental Information**

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

Part II, line 9: Audubon records the acquisition of easements and

sanctuaries at cost when purchased and fair market value when donated.

Part III, line 4: From time to time Audubon receives artwork relevant to our mission, such as drawings and illustrations of birds, and displays such art in various Audubon centers and sanctuaries.

Part IV, line 2b: Part X, Line 21 of the Form 990 includes \$973,186 in

Schedule D (Form 990) 2012

**Part XIII** Supplemental Information (continued)

Agency Funds held for other nonprofit organizations and \$1,382,860 in funds held for employees and former employees of Audubon related to a deferred compensation plan to which funds are no longer being contributed.

Part V, line 4: The endowment funds are donor-restricted funds held in perpetuity. The Board has established budgeted spending limits for specific endowment funds 2.0%, 3.5% or 4.5% of the average of the rolling five year-end market values, subject to limitations where applicable under donor restrictions or regulatory requirements. These funds are used to further Audubon's goals of conservation and restoration of our natural ecosystems.

Part X, Line 2: Audubon is a Type B New York State not-for-profit membership corporation under Section 201(b) of the Not-For-Profit Corporation Law of New York State, and is exempt from federal income taxation by virtue of being an organization described in Section 501(c)3 of the Internal Revenue Code. Nevertheless, Audubon may be subject to tax on income unrelated to its exempt purpose, unless that income is otherwise excluded by the Code. The tax years ending June 30, 2010, 2011, 2012, and 2013 are still open to audit for both federal and state purposes.

Audubon recognizes the tax effects from an uncertain tax position in the financial statements only if the position is "more-likely-than-not" to be sustained if the position were to be challenged by a taxing authority. The assessment of the tax position is based solely on the technical merits of the position, without regard to the likelihood that the tax position may be challenged. Management has determined that Audubon has no certain tax positions that would require consolidated financial statement

**Part XIII** Supplemental Information (continued)

recognition or disclosure.

## Part XI, Line 2d - Other Adjustments:

Special Event Expenses Reported in Part VIII, Line 8B	1,134,668.
Change in Value of Charitable Trusts	2,399,348.
Total to Schedule D, Part XI, Line 2d	3,534,016.

## Part XI, Line 4b - Other Adjustments:

Royalty Expenses Reported in Part IX, Line 15	441,158.
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## Part XII, Line 2d - Other Adjustments:

Special Event Expenses Reported in Part VIII, Line 8B	1,134,668.
---	------------

## Part XII, Line 4b - Other Adjustments:

Royalty Expenses Reported in Part IX, Line 15	441,158.
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## Part II, Line 5:

Audubon has written policies and procedures for acquisition, monitoring and enforcing conservation easements. These policies include meeting with the landowners, site reviews, completion of questionnaires to ensure landowner compliance, annual inspections, assignment of staff, and Board approval of significant items.

**SCHEDULE F  
(Form 990)**Department of the Treasury  
Internal Revenue Service**Statement of Activities Outside the United States**

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

OMB No. 1545-0047

**2012**Open to Public  
Inspection

Name of the organization

National Audubon Society Inc.

Employer identification number

13-1624102

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America and the Caribbean	0	0	Grantmaking		136,623.
South America	0	0	Grantmaking		30,000.
North America - Canada and Mexico, but not the United States	0	0	Grantmaking		25,500.
Central America and the Caribbean	0	0	Investments		2,325,241.
Europe (Including Iceland & Greenland)	0	0	Grantmaking		6,000.
<b>3 a</b> Sub-total .....	0	0			2,523,364.
<b>b</b> Total from continuation sheets to Part I .....	0	0			0.
<b>c Totals</b> (add lines 3a and 3b) .....	0	0			2,523,364.

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

Schedule F (Form 990) 2012



**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. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			Central America and the Caribbean	Conservation	20,000.	Wire transfer	0.		
			South America - Argentina, Bolivia,	Conservation	30,000.	Wire transfer	0.		
			Central America and the Caribbean	Conservation	114,000.	Wire transfer	0.		
			North America - Canada and Mexico, but	Conservation	25,500.	Wire transfer	0.		
			Europe (Including Iceland & Greenland)	Conservation	6,000.	Wire transfer	0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter **5**

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



**Part IV Foreign Forms**

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

Schedule F (Form 990) 2012

**Part V** Supplemental Information

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

Schedule F, Part I, Line 2: Audubon works with BirdLife International and other organizations throughout the Americas to ensure conservation efforts are included in development plans -- integrating societal, economic and biodiversity needs to stem the loss of bird species while improving people's lives. During the past year, Audubon has received public funding from the USFWS for work in Panama and Chile, and a significant 3-year project from the Inter-American Development Bank for a regional tourism project covering four countries: The Bahamas, Belize, Guatemala and Paraguay. Audubon values its close working relationships with our international partners, and makes grants to organizations in support of projects that advance our strategic plan. We believe careful oversight and clear deliverables aid us in building local capacity, and establishing trust to further our support of hemispheric wide conservation projects.

All of our grants to foreign entities are based on written contracts that establish specific deliverables and detailed budgets for the expenditure of funds on joint programs of work. We monitor compliance of grant contracts through site visits, written reports, and frequent interaction through calls and emails. Audubon's foreign grants may be in the form of cash and/or equipment. Equipment (other than vehicles) is purchased by Audubon and donated to the recipient organization. Vehicles are purchased locally only after independent quotes are obtained to verify effective use of organizational funds.



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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

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

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

OMB No. 1545-0047

**2012**

Open To Public  
Inspection

Name of the organization

National Audubon Society Inc.

Employer identification number

13-1624102

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

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

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

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

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

(i) Name and address 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			
Donor Service Group - 6715 Sunset Blvd, Los Angeles, CA	Telemarketing		X	68,947.	83,725.	-14,778.
SD&A Teleservices, Inc - 5757 West Century Blvd., Suite	Telemarketing		X	4,012.	21,142.	-17,130.
SCA Direct - 11200 Waples Mill Road, Suite 150,	Fundraising Counsel		X	0.	24,101.	-24,101.
Integrated Direct Marketing LLC - 1250 Connecticut Avenue	Fundraising Counsel		X	0.	42,548.	-42,548.
Sea Change Direct Marketing, LLC - 7409 Birch Avenue,	Fundraising Counsel		X	0.	169,065.	-169,065.
DonorVoice LLC - 113 South Columbus St, Suite 100,	Fundraising Counsel		X	0.	60,000.	-60,000.
Community Counseling Service Co., LLC - 100 E. Pratt St.,	Fundraising Counsel		X	0.	203,858.	-203,858.
Edge Direct LLC - 3030 Waterview Avenue, Baltimore,	Fundraising Counsel		X	0.	562,823.	-562,823.
Marts & Lundy - 1200 Wall Street West, Lyndhurst, NJ	Fundraising Counsel		X	0.	12,500.	-12,500.
Hazen, Inc. - 906 Pennsylvania Ave. SE, Suite	Fundraising Counsel		X	0.	7,500.	-7,500.
<b>Total</b>				72,959.	1,187,262.	-1,114,303.

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

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

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

	(a) Event #1 SE Medal Dinner	(b) Event #2 Annual Leadership e	(c) Other events 45	(d) Total events (add col. (a) through col. (c))
	(event type)	(event type)	(total number)	
<b>Revenue</b>				
1 Gross receipts .....	2,124,772.	747,205.	1,442,536.	4,314,513.
2 Less: Contributions .....	2,076,272.	724,005.	1,036,064.	3,836,341.
3 Gross income (line 1 minus line 2) .....	48,500.	23,200.	406,472.	478,172.
<b>Direct Expenses</b>				
4 Cash prizes .....				
5 Noncash prizes .....				
6 Rent/facility costs .....	6,500.	10,080.	41,521.	58,101.
7 Food and beverages .....	35,000.	68,023.	162,555.	265,578.
8 Entertainment .....	83.	35,045.	11,235.	46,363.
9 Other direct expenses .....	425,881.	70,360.	268,385.	764,626.
10 Direct expense summary. Add lines 4 through 9 in column (d) .....				( 1,134,668 )
11 Net income summary. Combine line 3, column (d), and line 10 .....				-656,496.

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

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

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

b If "No," explain: \_\_\_\_\_

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

b If "Yes," explain: \_\_\_\_\_

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- |                                      |            |   |
|--------------------------------------|------------|---|
| <b>a</b> The organization's facility | <b>13a</b> | % |
| <b>b</b> An outside facility         | <b>13b</b> | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

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

**b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_.

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

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

**16** Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

☐ Director/officer ☐ Employee ☐ Independent contractor**17** Mandatory distributions:

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

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

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

**Schedule G, Part I, Line 2b, List of Ten Highest Paid Fundraisers:**

(i) Name of Fundraiser: Donor Service Group

(i) Address of Fundraiser: 6715 Sunset Blvd, Los Angeles, CA 90028

(i) Name of Fundraiser: SD&amp;A Teleservices, Inc

(i) Address of Fundraiser:

5757 West Century Blvd., Suite 300, Los Angeles, CA 90045

**Part IV** Supplemental Information (continued)

(i) Name of Fundraiser: SCA Direct

(i) Address of Fundraiser:

11200 Waples Mill Road, Suite 150, Fairfax, VA 22030

(i) Name of Fundraiser: Integrated Direct Marketing LLC

(i) Address of Fundraiser:

1250 Connecticut Avenue NW, #200, Washington, DC 20036

(i) Name of Fundraiser: Sea Change Direct Marketing, LLC

(i) Address of Fundraiser: 7409 Birch Avenue, Takoma Park, MD 20912

(i) Name of Fundraiser: DonorVoice LLC

(i) Address of Fundraiser:

113 South Columbus St, Suite 100, Alexandria, VA 22314

(i) Name of Fundraiser: Community Counseling Service Co., LLC

(i) Address of Fundraiser:

100 E. Pratt St., Suite 1520, Baltimore, MD 21202

(i) Name of Fundraiser: Edge Direct LLC

(i) Address of Fundraiser: 3030 Waterview Avenue, Baltimore, MD 21230

(i) Name of Fundraiser: Marts & Lundy

(i) Address of Fundraiser: 1200 Wall Street West, Lyndhurst, NJ 07071

(i) Name of Fundraiser: Hazen, Inc.

(i) Address of Fundraiser:

906 Pennsylvania Ave. SE, Suite 200, Washington, DC 20003



**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

**National Audubon Society Inc.**

Employer identification number  
**13-1624102**

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

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the 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. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Plumas Audubon Society 3400 West Grand Ave Philadelphia, PA 19104	68-0212117	501(c)3	115,403.	0.			Conservation
International Crane E. 11376 Shady Lane, PO Box 447 Baraboo, WI 53913-0447	391-18-7711	501(c)3	100,000.	0.			Conservation
Wildlands Conservancy 3701 Orchid Place Emmaus, PA 18049	23-7401326	501(c)3	100,000.	0.			Conservation
Prospect Park Alliance 95 Prospect Park West Brooklyn, NY 11215	11-2843763	501(c)3	80,000.	0.			Conservation
New York City Audubon Society 71 West 23 Street, Suite 1523 New York, NY 10010	13-3057954	501(c)3	66,950.	0.			Conservation
Connecticut Audubon Society, Inc 2325 Burr Street Fairfield, CT 06824	06-0653531	501(c)3	45,696.	0.			Conservation
<b>2</b> Enter total number of section 501(c)(3) and government organizations listed in the line 1 table			123.				
<b>3</b> Enter total number of other organizations listed in the line 1 table			2.				

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

Schedule I (Form 990) (2012)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Tucson Audubon Society 738 N 5th Ave Tucson, AZ 85705	86-6053779	501(c)3	45,232.	0.			Conservation
New Jersey Audubon Society 11 Hardscrabble Road Bernardsville, NJ 07924	22-1539642	501(c)3	40,970.	0.			Conservation
Atlanta Audubon Society 4055 Roswell Road Atlanta, GA 30342	58-1834323	501(c)3	36,700.	0.			Conservation
Arizona Interfaith Power and Light 1701 S College Avenue Tempe, AZ 85281	27-4175396	501(c)3	31,000.	0.			Conservation
Florida Keys Audubon Society PO Box 1573 Key West, FL 33041	23-7207666	501(c)3	28,925.	0.			Conservation
Fuller Park Community 4417 S. Stewart Avenue Chicago, IL 60609	36-3890176	501(c)3	28,821.	0.			Conservation
Fundy Audubon Chapter PO Box 38 Dennysville, ME 04628	01-0248780	501(c)3	28,012.	0.			Conservation
Montana Audubon Society PO Box 595 Helena, MT 59624	81-0412530	501(c)3	27,563.	0.			Conservation
Toyota Motor Sales, USA, Inc. 19001 S Western Ave Torrance, CA 90501-1106	95-3141669		27,347.	0.			Conservation

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
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San Diego Audubon Society 4010 Moreno Blvd Salt Lake City, CA 92117	95-6100273	501(c)3	27,190.	0.			Conservation
Altacal Audubon Society PO Box 367 Chico, CA 95927	68-0015173	501(c)3	27,027.	0.			Conservation
Grand Staircase-Escalante Partners 745 E Highway 89 Kanab, UT 84741	34-1987583	501(c)3	26,500.	0.			Conservation
Green Works in Kansas City 4334 McGee Street Kansas City, MO 64111	32-0195433	501(c)3	25,000.	0.			Conservation
Mill Creek Restoration Project 1617 Elmore Ct. Cincinnati, OH 45223	31-1388594	501(c)3	25,000.	0.			Conservation
Gorgas Science Foundation 2335 Hudson Blvd. Brownsville, TX 78526	74-2284635	501(c)3	25,000.	0.			Conservation
Redbud Audubon Society PO Box 5780 Clearlake, CA 95422	23-7445051	501(c)3	24,753.	0.			Conservation
Audubon Society of Portland 515 NW Cornell Rd Portland, OR 97120	93-6026088	501(c)3	24,129.	0.			Conservation
Buffalo Audubon Society 1610 Welch Rd North Java, NY 14013	16-6088768	501(c)3	23,693.	0.			Conservation

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Palos Verde/South Bay Audubon Society - PO Box 2582 - Palos Verde, CA 90274	91-2148859	501(c)3	23,146.	0.			Conservation
Golden Gate Audubon Society Inc 2530 San Pablo Ave, Suite G Berkley, CA 94702	94-6086896	501(c)3	22,573.	0.			Conservation
Student Conservation Association Inc. - PO Box 550 - Charlestown, NH 03603	91-0880684	501(c)3	20,000.	0.			Conservation
Collier County Audubon Society 1020 8th Ave So. Suite 2 Naples, FL 34102	23-7030698	501(c)3	19,880.	0.			Conservation
Valley Forge Audubon Society 1201 Pawlings Rd Audubon, PA 19403	23-7067359	501(c)3	18,608.	0.			Conservation
Audubon Society of Western Pennsylvania - 614 Dorseyville Road - Pittsburgh, PA 15238	25-1324559	501(c)3	18,407.	0.			Conservation
North Carolina Coastal Federation 3609 Highway 24 Newport, NC 28557	58-1494098	501(c)3	18,114.	0.			Conservation
Leslie Science & Nature Center 1831 Traver Rd. Ann Arbor, MI 48103	38-3497426	501(c)3	17,500.	0.			Conservation
San Miguel Academy of Newburgh 241 Liberty St. Newburgh, CT 12550	20-4717497	501(c)3	17,500.	0.			Conservation

Schedule I (Form 990)



Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Women, Food and Agriculture Network - PO Box 611 - Ames, IA 50010	27-0897403	501(c)3	17,500.	0.			Conservation
Detroit Audubon Society 24433 W. 9 Mile Southfield, MI 48033	38-6004962	501(c)3	17,434.	0.			Conservation
Travis Audubon Society 3710 Cedar Street Box 5 Austin, TX 78705	74-6046937	501(c)3	16,724.	0.			Conservation
Audubon Society of Northern Virginia - 11110 Wildlife Center Dr - Reston, VA 20190	51-0246325	501(c)3	16,478.	0.			Conservation
Appalachian Trail Conservancy 4 East First Street, PO Box 625 Boiling Springs, PA 17007-0625	52-6046689	501(c)3	16,416.	0.			Conservation
National Wildlife Federation South Central Regional Center, 44 East Ave, Suite 200 - Austin, TX 78701	53-0204616	501(c)3	15,900.	0.			Conservation
Audubon Society of Corvallis 900 SE Centerpointe Drive, P106 Corvallis, OR 97333	23-7345969	501(c)3	15,864.	0.			Conservation
Tropical Audubon Society 5530 Sunset Dr Miami, FL 33143	59-6147345	501(c)3	15,762.	0.			Conservation
St. Louis Audubon Society PO Box 220227 St. Louis, MO 63122	43-6052063	501(c)3	15,342.	0.			Conservation

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Los Angeles Audubon Society PO Box 931057 Los Angeles, CA 90093	95-6093704	501(c)3	15,081.	0.			Conservation
Literacy for Environmental Justice 909 Florida Street San Francisco, CA 94110	01-0777856	501(c)3	15,000.	0.			Conservation
Department of Environmental Protection - Douglas Building, MS #540, 3900 Commonwealth Boulevard - Tallahassee, FL 32399	59-6007353	170(b)(1)(A)(v)	15,000.	0.			Conservation
North Dakotans for Clean Water, lands and Outdoor Heritage - PO Box 1603 - Bismarck, ND 58502	45-0460767	501(c)3	15,000.	0.			Conservation
Sacramento Audubon Society PO Box 160694 Sacramento, CA 95816	94-1615830	501(c)3	14,066.	0.			Conservation
North American Native Research & Edu. Foundation - PO Box 39 - Pocatello, ID 83206	82-0530373	501(c)3	14,050.	0.			Conservation
Lahontan Audubon Society PO Box 2304 Reno, NV 89505	23-7181150	501(c)3	12,768.	0.			Conservation
Western Cuyahoga Audubon Society 4310 Bush Avenue Cleveland, OH 44109	34-1522665	501(c)3	12,638.	0.			Conservation
Amos W. Butler Audubon Society 5505 NW 66th Oklahoma City, OK 73132	23-7253434	501(c)3	12,537.	0.			Conservation

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
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Defenders of Wildlife Attn: Hannah Walter, 1130 17th Street Washington, DC 20036	53-0183181	501(c)3	12,500.	0.			Conservation
Faith in Place 70 E. Lake St. Suite 920 Chicago, IL 60601	36-4540756	501(c)3	12,500.	0.			Conservation
Friends of Kaw, Inc. 5610 W 61st Terrace Mission, KS 66202	74-2878023	501(c)3	12,500.	0.			Conservation
Land Trust Alliance 1660 L Street NW, Suite 1100 Washington, DC 20036	04-2751357	501(c)3	10,000.	0.			Conservation
Land Trust Alliance Southeast Program, PO Box 33355 Raleigh, NC 27636-3355	04-2751357	501(c)3	2,500.	0.			Conservation
PRBO - Conservation Science Attn: Laurie Talcott, 3820 Cypress Petaluma, CA 94954	94-1594250	501(c)3	12,315.	0.			Conservation
Lehigh Valley Audubon Society PO Box 290 Emmaus, PA 18049	23-2274007	501(c)3	12,016.	0.			Conservation
WARM Training Center 4835 Michigan Avenue Detroit, MI 48210	38-2412482	501(c)3	12,000.	0.			Conservation
Morro Coast Audubon Society Po Box 1507 Morro Bay, CA 93443	23-7165021	501(c)3	11,868.	0.			Conservation

Schedule I (Form 990)

<b>Part II</b> Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Seattle Audubon Society 8050 35th Ave Seattle, WA 98115	91-6009716	501(c)3	11,647.	0.			Conservation
South Florida Audubon Society 10871 W. Clairmont Circle Tamarac, FL 33321	59-6196137	501(c)3	11,639.	0.			Conservation
Bexar Audubon Society PO Box 6084 San Antonio, TX 78209	74-2287736	501(c)3	11,492.	0.			Conservation
Georgia Wildlife Resources Div. Nongame Conservation - 2070 U.S. Highway 278 SE - Social Circle, GA 30025	58-1130945	170(b)(1)(A)(v)	11,364.	0.			Conservation
Aldo Leopold Audubon Society 4501 Nicolet Ave. Stevens Point, WI 54481	39-1392416	501(c)3	11,137.	0.			Conservation
Klamath Basin Audubon Society PO Box 354 Klamath Falls, OR 97601	93-0830738	501(c)3	11,020.	0.			Conservation
Louisiana State University Office of Accounting Services Baton Rouge, LA 70803	72-6000848	501(c)3	10,658.	0.			Conservation
Audubon Naturalist Society of Central Atlantic - 8940 Jones Mill Rd - Chevy Chase, MD 20815	53-0233715	501(c)3	10,600.	0.			Conservation
Chicago Audubon Society 5801-C North Pulaski Road Chicago, IL 60646	23-7245647	501(c)3	10,575.	0.			Conservation

Schedule I (Form 990)



Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Rogue Valley Audubon Society PO Box 8597 Medford, OR 97501	23-7304139	501(c)3	10,370.	0.			Conservation
Portneuf Valley Audubon Society P.O. Box 39 Pocatello, ID 83204	23-7448821	501(c)3	10,113.	0.			Conservation
Aullwood Audubon Center 1000 Aullwood Road Dayton, OH 45414	13-1624102	501(c)3	10,000.	0.			Conservation
Biomimicry Institute PO Box 9216 Missoula, MT 59807	86-1153859	501(c)3	10,000.	0.			Conservation
Iowa Department of Natural Resources - Wallace State Office Bldg, 502 E 9th St. - Des Moines, IA 50319-0034	42-6004572	170(b)(1)(A)(v)	10,000.	0.			Conservation
John Woolman School 13075 Woolman Lane Nevada City, CA 95959	94-1507823	501(c)3	10,000.	0.			Conservation
The Regents of the University of Minnesota - 200 Oak Street SE, 450 McNamara Alumni Center - Minneapolis, MN 55455	41-6007513	170(b)(1)(A)(v)	10,000.	0.			Conservation
Santa Barbara Audubon Society 5679 Hollister Ave 5-B Goleta, CA 93117	23-7051362	501(c)3	9,686.	0.			Conservation
Coos Watershed Association 63534 Kingfisher Dr. PO Box 5860 Charleston, OR 97420	93-1146207	501(c)3	9,629.	0.			Conservation

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
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Houston Audubon Society 440 Wilchester Boulevard Houston, TX 77079	23-7011870	501(c)3	9,468.	0.			Conservation
Milwaukee Audubon Society 1015 17th Ave Grafton, WI 53024	39-1233634	501(c)3	9,427.	0.			Conservation
Trustees of Indiana University Office of Research Administration, 509 E 3rd St - Bloomington, IN 47404	35-6001673	501(c)3	9,332.	0.			Conservation
Yellowstone Valley Audubon Society PO Box 1075 Billings, MT 59103	51-0206955	501(c)3	8,984.	0.			Conservation
Sea and Sage Audubon Society c/o Nancy Kenyon, 32 Almond Tree La Irvine, CA 92612	23-7003681	501(c)3	8,705.	0.			Conservation
Madison Audubon Society Inc. 222 S. Hamilton Street, Suite #1 Madison, WI 53703	39-1393389	501(c)3	8,618.	0.			Conservation
Wildlife Information Center Inc. Lehigh Gap Nature Center, PO Box 19 Slatington, PA 18080	22-2741693	501(c)3	8,450.	0.			Conservation
Audubon Society of Greater Denver S Wadsworth Blvd Littleton, CO 80128	23-7063701	501(c)3	8,370.	0.			Conservation
Wild South 16 Eagle Street, Suite 200 Ashville, NC 28801	56-2173810	501(c)3	8,225.	0.			Conservation

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
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Santa Clara Valley Audubon Society 22221 McClellan Rd Cupertino, CA 95014	94-6081420	501(c)3	8,145.	0.			Conservation
Audubon Chapter of Minneapolis PO Box 3801 Minneapolis, MN 55403	41-6029296	501(c)3	8,056.	0.			Conservation
Dell-Cam Farm, Inc 420 Sandy Bayou Lane Pine Bluff, AR 71603	62-1687118		8,000.	0.			Conservation
Independent Feature Project Inc. 68 Jay Street, Suite 425 Brooklyn, NY 11201	13-3118525	501(c)3	8,000.	0.			Conservation
Stamford Public Schools PO Box 9310 Stamford, CT 06904	06-6001536	170(b)(1)(A)(v)	8,000.	0.			Conservation
Local Matters 731 East Broad Street Columbus, OH 43205	06-1819644	501(c)3	7,949.	0.			Conservation
St Paul Audubon Society PO Box 7275 St. Paul, MN 55117	23-7024404	501(c)3	7,702.	0.			Conservation
Golden Eagle Audubon Society PO Box 8261 Boise, ID 83707	23-7349882	501(c)3	7,663.	0.			Conservation
American Birding Association 1618 West Colorado Avenue Colorado Springs, CO 80904	74-2347314	501(c)3	7,658.	0.			Conservation

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
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Friends of Land Between the Lakes 345 Maintenance Rd. Golden Pond, KY 42211	31-1086145	501(c)3	7,600.	0.			Conservation
Coldwater Prescribed Burn Association - 437 Anderson Lane - Red Banks, MS 38661	27-3565595	501(c)3	7,500.	0.			Conservation
The Columbus Audubon Society PO Box 141350 Columbus, OH 43214	23-7455976	501(c)3	7,341.	0.			Conservation
Burroughs Audubon Society of Greater Kansas City - 7300 SW West Park Road - Blue Springs, MO 64015	23-7211916	501(c)3	7,230.	0.			Conservation
Friends of Schlitz Audubon Nature Center - 1111 East Brown Deer Road - Milwaukee, WI 53217	39-1231819	501(c)3	7,200.	0.			Conservation
Maine Audubon Society 20 Gillsland Farm Rd Palmouth, ME 04105	01-0248780	501(c)3	7,167.	0.			Conservation
Birmingham Audubon Society 200 19th St. North Birmingham, AL 35203-3117	51-0198925	501(c)3	7,152.	0.			Conservation
Chesapeake Audubon Society PO Box 3173 Baltimore, MD 21228	52-1038833	501(c)3	7,041.	0.			Conservation
Pelican Island Audubon Society PO Box 1833 Vero Beach, FL 32961	59-6197617	501(c)3	7,030.	0.			Conservation

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
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Audubon Society of the Capital Region - P.O. Box 14135 - Albany, NY 12212	20-8100791	501(c)3	6,746.	0.			Conservation
Ventura Audubon Society 104 N. Evergreen Drive Ventura, CA 93003	95-3538623	501(c)3	6,389.	0.			Conservation
Tahoma Audubon Society 2917 Morrison Rd West University Place, WA 98466	23-7450873	501(c)3	6,279.	0.			Conservation
Maricopa Audubon Society 13585 N. 92nd Place Scottsdale, AZ 85260	86-6040458	501(c)3	6,238.	0.			Conservation
Earth Force, Inc. 2555 West 34th Avenue Denver, CO 80211	52-1830873	501(c)3	6,080.	0.			Conservation
Center for Biological Diversity, Inc. - 351 California St. Suite 600 - San Francisco, CA 94104	85-0420285	501(c)3	6,000.	0.			Conservation
Black Canyon Audubon Society Po Box 4163 Crested Butte, CO 81224	84-1557782	501(c)3	5,993.	0.			Conservation
Audubon Miami Valley Audubon Society - P.O. Box 556 - Oxford, OH 45056	31-0896392	501(c)3	5,843.	0.			Conservation
Coalition to Restore Coastal Louisiana - 6160 Perkins Rd - Baton Rouge, LA 70808	72-1115589	501(c)3	5,767.	0.			Conservation

Schedule I (Form 990)



Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
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San Fernando Valley Audubon Society - PO Box 7769 - Van Nuys, CA 91409-7769	95-1856339	501(c)3	5,744.	0.			Conservation
Arkansas Public Policy Panel, Inc. 1308 West 2nd Street Little Rock, AR 72201-1914	71-0467088	501(c)3	5,705.	0.			Conservation
Morro Coast Audubon Society PO Box 1507 Morro Bay, CA 93443	23-7165021	501(c)3	5,638.	0.			Conservation
Audubon Dallas PO Box 12713 Dallas, TX 75225	75-2876262	501(c)3	5,617.	0.			Conservation
Scarborough Marsh Audubon Center 21 Gillsland Farm Rd Falmouth, ME 04015	01-0248780	501(c)3	5,600.	0.			Conservation
Madrone Audubon Society Attn: Mrs Veronica Bowers, 8050Elph Sebastopol, CA 95472	94-6172986	501(c)3	5,506.	0.			Conservation
San Bernardino Valley Audubon Society - 22430 Pico Street - Grand Terrace, CA 92313	95-2593738	501(c)3	5,506.	0.			Conservation
South Shore Audubon Society PO Box 31 Freeport, NY 11520	23-7300504	501(c)3	5,308.	0.			Conservation
Audubon Society of Ohio 3398 W Galbraith Road Cincinnati, OH 45239	31-6037851	501(c)3	5,230.	0.			Conservation

Schedule I (Form 990)

Schedule I (Form 990)

Part III

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
Stipends	10	53,076.	0.		

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Schedule I, Part I, Line 2: The program department is responsible for selecting the recipients of the grants. A grant agreement is created between National Audubon Society, Inc. and the grantee. Grantees are trained in program requirements which have clearly stated guidelines. They are required to submit financial and program reports on a timely basis and to participate in an evaluation process.

**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

**2012**

Open to Public Inspection

Name of the organization

National Audubon Society Inc.

Employer identification number

13-1624102

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

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

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

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

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |   |   |
|---|---|
| <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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

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

Schedule J (Form 990) 2012





**Part III** Supplemental Information

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

Part I, Lines 4a-b: The following employee received a severance payment in their 2012 W-2: Edward Whitaker, \$42,364.

The organization has a Keysop Plan, which is a nonqualified deferred compensation plan. No contributions have been allowed to this plan since 2002. The following employees received a distribution from this plan in their 2012 W-2: John Flicker, \$147,791 and Glenn Olsen, \$495.

Part I, Line 7: Audubon has a bonus pool equal to half of the budgeted total compensation increase pool. Bonuses are awarded on merit and are reviewed by Human Resources and senior management. The President/CEO's bonus is determined by the board. The organization awarded bonuses to the following employees which were reported on their 2012 W-2:

David Yarnold	\$40,000
Jessica Green	\$21,000
Kimberly Keller	\$ 7,000
Susan Lunden	\$ 6,000

Part III Supplemental Information

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

Edward Whitaker \$ 3,000

Margaret Olsen \$ 5,000

Andrew Roos \$10,000

Lorraine Sciarra \$ 7,050

Department of the Treasury  
Internal Revenue Service

► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

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

2012

### Open To Public Inspection

Employer identification number	13-1624102
--------------------------------	------------

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

[illegible]

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

**3** Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
Michael Stolper	Board of	Bridge L	X		100,000.	100,000.		X		X	X	
<b>Total</b>						100,000.						

**Total** ..... ▶ \$ 100,000.

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

[illegible]

Schedule L (Form 990 or 990-EZ) 2012

See Part V for Continuations

**Part IV Business Transactions Involving Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

**Part V Supplemental Information**

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

**Schedule L, Part II, Loans To and From Interested Persons:**

(a) Name of Person: Michael Stolper

(b) Relationship with Organization: Board officer and member until January 2013.

(c) Purpose of Loan: Bridge Loan to be repaid from grant funding

(d) Loan to or from organization? = To

(e) Original Principal Amount \$ 100,000. (f) Balance Due \$ 100,000.

(g) Loan in Default? = No

(h) Approved by Board or Committee? = No

(i) Written Agreement? = Yes

**SCHEDULE M**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

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

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

National Audubon Society Inc.

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13-1624102

**Part I** **Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art .....	X	5	11,300.	Fair market value
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....				
6 Cars and other vehicles .....	X	3	38,586.	Fair market value
7 Boats and planes .....	X	1	1,000.	Fair market value
8 Intellectual property .....				
9 Securities - Publicly traded .....	X	78	979,028.	Fair market value
10 Securities - Closely held stock .....	X	1	19,884.	Fair market value
11 Securities - Partnership, LLC, or trust interests .....	X	24	921,807.	Fair market value
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution - Historic structures .....				
14 Qualified conservation contribution - Other .....	X	2	186,200.	Fair market value
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....	X	3	1,500.	Fair market value
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ► ( <u>Travel/trips</u> ) .....	X	18	17,162.	Fair Market Value
26 Other ► ( <u>Bird Seed</u> ) .....	X	1	1,171.	Fair Market Value
27 Other ► ( <u>Optical equip</u> ) .....	X	2	1,030.	Fair Market Value
28 Other ► ( <u>Flowers</u> ) .....	X	1	1,000.	Fair Market Value

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement ..... **29** **1**

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

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

Schedule M (Form 990) (2012)



**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.Part I, Other Types of Property:Field supplies(a) Check if applicable = X(b) Number of Contributions = 1(c) Revenue Reported on Form 990, Part VIII \$ 795.(d) Method of determining revenue: Fair Market ValueOffice equipment(a) Check if applicable = X(b) Number of Contributions = 1(c) Revenue Reported on Form 990, Part VIII \$ 529.(d) Method of determining revenue: Fair Market Value

Schedule M, Part I, Column (b): Audubon is reporting the number of  
contributors in Part I, Column b.

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

National Audubon Society Inc.

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Form 990, Part I, Line 1, Description of Organization Mission:

Audubon's mission is to conserve and restore natural ecosystems,  
focusing on birds and other wildlife.

Form 990, Part III, Line 1, Description of Organization Mission:

A powerful combination of science, education and policy expertise  
combine in efforts ranging from protection and restoration of local  
habitats to the implementation of policies that safeguard birds, other  
wildlife and the resources that sustain us all in the U.S. and across  
the Americas.

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

Field Conservation:

Audubon's strategic plan "Roadmap for Hemispheric Conservation" enables  
Audubon to deliver conservation impact at scale. The flyways traveled  
by migratory birds each spring and fall inspired Audubon's model for  
organizational alignment. By working toward common flyway conservation  
goals, we have greater impact. Also, by coordinating resources and  
expertise, we increase our efficiency across the network.

Audubon and its unparalleled network of state offices, Chapters,  
Centers and Important Bird Areas integrate science, education and  
policy in a comprehensive strategy to protect birds and their habitats.

Field staff lead volunteers and partners in hands-on restoration and

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

stewardship of critical habitat, engage diverse audiences in conservation action in their communities, and promote environmentally sound public policy.

1. Putting working lands to work for birds & people: Partnering with landowners to make working lands work for birds, people, and communities.

2. Sharing our seas and shores: Protecting the vital habitat along America's coasts where people and birds intersect.

3. Saving Important Bird Areas: Identifying and protecting the most important places for birds.

4. Shaping a healthy climate and clean energy future: Reducing and mitigating the impacts of climate change and fostering a clean energy future.

5. Creating bird-friendly communities: Working with communities to improve urban habitat for birds and other wildlife.

Some of Audubon's accomplishments in field conservation include the passage of the RESTORE Act and establishing a Gulf-wide stewardship plan across five states. Similarly, more than 20 years of work by our scientists culminated in the Department of the Interior accepting our recommended map in its final management plan for the National Petroleum Reserve in Alaska, protecting 11 million acres from energy development. Along with local organizations, Audubon is working to safeguard Panama Bay, a globally Important Bird Area critical for migrating shorebirds;

Name of the organization

National Audubon Society Inc.

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this year, the Panama Supreme Court reinstated the bay's protected status - a major step towards ensuring the bay remains a safe haven for birds.

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

National Conservation

National conservation programs provide strategy, expertise and leadership for Audubon's conservation work at both national and field levels, and integrate all efforts for maximum effectiveness.

- The science program encompasses activities such as assistance with conservation planning, ecological analysis, environmental sciences, bird migration studies and coordinating the efforts of hundreds of thousands of volunteers (citizen scientists) to monitor bird populations and habitat.

- The public policy program employs a combination of strategies, from advancing transformational policies that reduce carbon emissions and support well-sited green energy to leading adaptive land management practices that mitigate the impact of sea level rise and climate change. The policy program supports large state and multi-state efforts such as: the restoration of large iconic ecosystems, including the Arctic Slope in Alaska, the wetlands of the Everglades, the Mississippi River Delta and the Northeast's Long Island Sound; protection of 2,676 Important Bird Areas covering 380 million acres of public and private lands in the United States; and safeguarding common sense laws like the Clean Air Act, Clean Water Act, Endangered Species Act and the

Name of the organization	Employer identification number
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Neotropical Migratory Bird Conservation Act. Some key accomplishments of the policy group included its work on the RESTORE Act, Department of Energy bird-friendly guidelines for wind siting that both protect birds and habitat, and a victory in California that led to California becoming the first state to ban the use of lead ammunition in hunting.

- The Community Conservation & Education program continues to inspire more people in more places to value and protect the natural world.

Audubon Centers reached more than one million visitors. Programs like Audubon at Home, Urban Oasis and Lights Out empowered people to make bird-friendly lifestyle choices. Partnership efforts like Toyota and Audubon's TogetherGreen continue to help to diversify the environmental movement through fellowships, grants and volunteer activities.

- The International Alliances Program protects the birds and biodiversity of the Americas. Providing science, education, and policy development tools to build the conservation capacities of in-country organizations directly involved in the fate of key landscapes in Latin America and the Caribbean. Audubon collaborates with international partners to extend a web of protection throughout the Western hemisphere.

Audubon's communications efforts included a wide range of publications and strategies to engage a broad and diverse audience in our conservation work. These include websites, social media, email marketing, and printed materials such as AUDUBON Magazine, which reached 1.6 million readers.



Name of the organization

National Audubon Society Inc.

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

Under the bylaws, any individual or organization approving the purposes and objectives of the National Audubon Society is eligible for membership.

Audubon has one class of members. The members elect the Board of Directors at the annual meeting.

Form 990, Part VI, Section A, line 7a: Audubon members elect the members of the Board of Directors.

Form 990, Part VI, Section B, line 11: The Form 990 is reviewed by the full Board of Directors of the National Audubon Society. After the Form 990 has been reviewed by management and the Board Audit & Ethics Committee, it is made available electronically via a password-protected website to the full Board of Directors. An email is sent to each Director informing the Director that the form is available for review.

Form 990, Part VI, Section B, Line 12c: Audubon's conflict of interest policy covers all employees, directors and officers of the corporation. Directors, officers, and key employees are required to complete an annual questionnaire which elicits information with respect to potential conflicts. The Office of General Counsel reviews any potential conflicts identified on the questionnaire. In the event of a conflict, the conflicted individual must recuse him or herself from any part of any discussion or decision that pertains to the conflicted situation. The Audit and Ethics Committee, with the assistance of Audubon's General Counsel, monitors adherence to and compliance with Audubon's Conflict of Interest Policy.

Form 990, Part VI, Section B, Line 15a: The Executive Committee of

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

Audubon's Board of Directors reviews the performance and compensation of Audubon's President/CEO using independent data including comparables for similarly situated organizations. Deliberations and decisions are memorialized in writing when made.

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

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

Form 990, Part VI, Section C, Line 19: On Audubon's website, Audubon's Form 990, audited financial statements and annual report are available to the public. The Conflict of Interest Policy and other governing documents are made available to the public upon request.

Form 990, Part XI, line 9, Changes in Net Assets:

Pension and postretirement related changes other than net	
periodic costs	6,132,160.
Change in Value of Charitable Trusts	2,399,348.
Total to Form 990, Part XI, Line 9	8,531,508.

Form 990, Part XII, Line 2C:

Audubon has an Audit & Ethics Committee of the Board of Directors that assumes responsibility for oversight of the audit of its financial statements and selection of an independent accountant. This process did not change from the prior year.

## Related Organizations and Unrelated Partnerships

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

Name of the organization

National Audubon Society Inc.

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13-1624102

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

[illegible]

**Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
National Audubon Society of Coastal Connecticut - 23-7263861, 225 Varick Street, 7th Floor, New York, NY 10014	Land holding/Conservation	Connecticut	501(c)3		National Audubon Society Inc.	X	
National Audubon Society of Sharon Inc. - 23-7245359, 225 Varick Street, 7th Floor, New York, NY 10014	Land holding/Conservation	Connecticut	501(c)3		National Audubon Society Inc.	X	
Lincoln Audubon Society - 51-0196442 2225 Varick Street, 7th Floor New York, NY 10014	Land holding/Conservation	Maine	501(c)3		National Audubon Society Inc.	X	
The National Audubon Society of Greenwich Inc. - 23-7245358, 225 Varick Street, 7th Floor, New York, NY 10014	Land holding/Conservation	Connecticut	501(c)3		National Audubon Society Inc.	X	

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

Schedule R (Form 990) 2012

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

[illegible]

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

[illegible]

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

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

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

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				



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

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

[illegible]



**Part VII** Supplemental Information

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

Lined area for supplemental information.