

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)

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning July 1, 2012, and ending June 30, 2013

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

C Name of organization Ducks Unlimited, Inc. and Affiliate Pro Forma
 Doing Business As _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1 Waterfowl Way
 City, town or post office, state, and ZIP code
Memphis, TN 38120

D Employer identification number
13-5643799

E Telephone number
901-758-3825

F Name and address of principal officer: H. Dale Hall
1 Waterfowl Way, Memphis, TN 38120

G Gross receipts \$ _____

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

H(c) Group exemption number ▶ _____

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

J Website: ▶ www.ducks.org

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 1937 **M** State of legal domicile: DC

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>Ducks Unlimited, Inc. conserves, restores, and manages wetlands and associated habitats for North America's waterfowl. These habitats also benefit other wildlife and people.</u>		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	<u>585</u>
	6	Total number of volunteers (estimate if necessary)	6	<u>48,270</u>
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	<u>2,964,418</u>
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	<u>0</u>
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	<u>170,149,683</u>	<u>157,925,187</u>
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<u>0</u>	<u>0</u>
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<u>7,538,659</u>	<u>5,462,863</u>
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<u>6,756,503</u>	<u>21,760,795</u>
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	<u>184,444,845</u>	<u>185,148,845</u>
	14	Benefits paid to or for members (Part IX, column (A), line 4)	<u>15,595,735</u>	<u>13,992,030</u>
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	<u>0</u>	<u>0</u>
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	<u>48,110,656</u>	<u>52,537,398</u>
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶	<u>499,292</u>	<u>607,872</u>
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	<u>107,435,344</u>	<u>95,725,783</u>
	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	<u>171,641,027</u>	<u>162,863,086</u>
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	<u>12,803,818</u>	<u>22,285,759</u>
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	<u>135,789,827</u>	<u>159,443,214</u>
	22	Net assets or fund balances. Subtract line 21 from line 20	<u>42,277,558</u>	<u>27,584,944</u>
		<u>93,512,269</u>	<u>131,858,270</u>	

Part II Signature Block

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

Sign Here

Signature of officer _____ Date _____

Type or print name and title _____

Paid Preparer Use Only

Print/Type preparer's name _____ Preparer's signature _____ Date _____ Check if self-employed PTIN _____

Firm's name ▶ _____ Firm's EIN ▶ _____

Firm's address ▶ _____ Phone no. _____

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

Part VIII Statement of Revenue

Check 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		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a 406,557					
	b	Membership dues	1b 18,742,745					
	c	Fundraising events	1c 22,808,171					
	d	Related organizations	1d 333,099					
	e	Government grants (contributions)	1e 83,449,704					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 32,184,911					
	g	Noncash contributions included in lines 1a-1f: \$	10,882,067					
	h	Total. Add lines 1a-1f ▶	157,925,187					
Program Service Revenue			Business Code					
	2a	-----						
	b	-----						
	c	-----						
	d	-----						
	e	-----						
	f	All other program service revenue .						
g	Total. Add lines 2a-2f ▶							
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶	803,463		648	802,815		
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶	1,910,460			1,910,460		
	6a	Gross rents	(i) Real					
			(ii) Personal					
			b	Less: rental expenses				
			c	Rental income or (loss)				
	d	Net rental income or (loss) ▶						
	7a	Gross amount from sales of assets other than inventory	(i) Securities	27,597,546				
			(ii) Other	6,184,863				
			b	Less: cost or other basis and sales expenses	24,910,904	4,212,105		
			c	Gain or (loss)	2,686,642	1,972,758		
	d	Net gain or (loss) ▶	4,659,400			4,659,400		
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 a	32,343,150					
	b	Less: direct expenses b	26,039,233					
	c	Net income or (loss) from fundraising events . ▶	6,303,917					
	9a	Gross income from gaming activities. See Part IV, line 19 a	32,569,020					
	b	Less: direct expenses b	22,018,900					
	c	Net income or (loss) from gaming activities . . ▶	10,550,120					
	10a	Gross sales of inventory, less returns and allowances a						
b			Less: cost of goods sold b					
c			Net income or (loss) from sales of inventory . . ▶					
Miscellaneous Revenue		Business Code						
11a	Advertising Revenue	511120	2,963,770		2,963,770			
b	Miscellaneous Revenue	451211	32,528			32,528		
c	-----							
d	All other revenue							
e	Total. Add lines 11a-11d ▶		2,996,298					
12	Total revenue. See instructions. ▶		185,148,845		2,964,418	7,405,203		

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	333,099	333,099		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	13,658,931	13,658,931		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,701,550	322,855	1,079,784	298,911
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	36,776,090	26,272,215	1,859,900	8,643,975
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	4,883,247	3,423,632	305,767	1,153,848
9 Other employee benefits	6,390,552	4,598,122	320,786	1,471,644
10 Payroll taxes	2,785,959	1,965,814	158,688	661,457
11 Fees for services (non-employees):				
a Management				
b Legal	134,381	26,659	51,027	56,695
c Accounting	227,931		227,931	
d Lobbying	93,000	93,000		
e Professional fundraising services. See Part IV, line 17	607,872			607,872
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	1,613,150	1,024,372	70,655	518,123
12 Advertising and promotion	725,135	124,533	191	600,411
13 Office expenses	3,196,941	1,924,911	317,658	954,372
14 Information technology	1,147,094	864,224	53,736	229,134
15 Royalties				
16 Occupancy	2,203,331	1,552,132	200,066	451,133
17 Travel	4,027,220	1,774,193	178,290	2,074,737
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	153,464	117,162	36,302	
20 Interest	27,060		27,060	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,013,899	962,579	14,596	36,724
23 Insurance	528,592	335,298	64,314	128,980
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 -----	60,953,582	60,953,582		
b -----	4,361,957	1,932,956	26,404	2,402,597
c -----	4,785,943	73		4,785,870
d -----	8,396,228	8,396,228		
e All other expenses	2,136,878	1,621,948	15,268	499,662
25 Total functional expenses. Add lines 1 through 24e	162,863,086	132,278,518	5,008,423	25,576,145
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 type="checkbox"/> if following SOP 98-2 (ASC 958-720)	17,350,000	7,807,000		9,543,000

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	1,170,079	1	1,537,772
	2 Savings and temporary cash investments	22,997,216	2	25,676,730
	3 Pledges and grants receivable, net	43,897,172	3	52,132,263
	4 Accounts receivable, net	1,981,481	4	1,853,804
	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 instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	3,331,888	8	2,861,818
	9 Prepaid expenses and deferred charges	896,476	9	961,368
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 55,483,646		
	b Less: accumulated depreciation	10b 23,885,108	24,594,896	10c 31,598,538
	11 Investments—publicly traded securities	35,264,781	11	40,824,852
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,655,838	15	1,996,069
16 Total assets. Add lines 1 through 15 (must equal line 34)	135,789,827	16	159,443,214	
Liabilities	17 Accounts payable and accrued expenses	11,335,416	17	11,985,738
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	30,942,142	25	15,599,206
	26 Total liabilities. Add lines 17 through 25	42,277,558	26	27,584,944
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	15,516,162	27	41,771,105
	28 Temporarily restricted net assets	66,283,759	28	73,747,026
	29 Permanently restricted net assets	11,712,348	29	16,340,139
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	93,512,269	33	131,858,270
	34 Total liabilities and net assets/fund balances	135,789,827	34	159,443,214