

# Return of Organization Exempt From Income Tax

**2007**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

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

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

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

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

**G Website:** ▶ WWW.OCEANCONSERVANCY.ORG

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

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

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

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates?  Yes  No

H(b) If "Yes," enter number of affiliates ▶ N/A

H(c) Are all affiliates included?  Yes  No  
(If "No," attach a list. See instructions.)

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

**I Group Exemption Number** ▶ N/A

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

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

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

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

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

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

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

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

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

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

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

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

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

• The books are in the care of ▶ OCEAN CONSERVANCY

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

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) N/A. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year \_\_\_\_\_ or
- ▶  tax year beginning 10/01, 2007, and ending 09/30, 2008.

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	NONE
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	NONE
<b>c Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	NONE

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

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

**Part II Statement of Functional Expenses**

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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a	Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b	Other grants and allocations (attach schedule) (cash \$ 709,007 noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	709,007.	709,007.	STMT 6	
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25a	Compensation of current officers, directors, key employees, etc. listed in Part V-A	530,426.	274,032.	226,643.	29,751.
25b	Compensation of former officers, directors, key employees, etc. listed in Part V-B				
25c	Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26	Salaries and wages of employees not included on lines 25a, b, and c	5,042,503.	3,443,577.	405,934.	1,192,992.
27	Pension plan contributions not included on lines 25a, b, and c	153,843.	153,843.	NONE	NONE
28	Employee benefits not included on lines 25a - 27	578,895.	217,752.	110,961.	250,182.
29	Payroll taxes	396,767.	396,767.	NONE	NONE
30	Professional fundraising fees	142,106.	NONE	NONE	142,106.
31	Accounting fees	67,055.	NONE	67,055.	NONE
32	Legal fees	56,753.	18,825.	37,928.	NONE
33	Supplies	96,470.	81,476.	7,245.	7,749.
34	Telephone	310,217.	224,770.	38,582.	46,865.
35	Postage and shipping	1,546,617.	1,079,056.	19,553.	448,008.
36	Occupancy	884,265.	553,748.	149,922.	180,595.
37	Equipment rental and maintenance	120,526.	75,981.	20,199.	24,346.
38	Printing and publications	2,208,321.	1,548,682.	8.	659,631.
39	Travel	739,539.	660,987.	36,087.	42,465.
40	Conferences, conventions, and meetings	227,323.	223,925.	989.	2,409.
41	Interest	160,349.	132.	160,217.	NONE
42	Depreciation, depletion, etc. (attach schedule)	STMT 1 262,320.	163,751.	44,711.	53,858.
43a	Other expenses not covered above (itemize): a STMT 9	2,633,642.	1,797,938.	474,142.	361,562.
43b	b				
43c	c				
43d	d				
43e	e				
43f	f				
43g	g				
44	<b>Total functional expenses.</b> Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	16,866,944.	11,624,249.	1,800,176.	3,442,519.

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

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

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

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

What is the organization's primary exempt purpose? ►SEE STATEMENT 10	Program Service Expenses
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
<p><b>a</b> RESTORE SUSTAINABLE AMERICAN FISHERIES: TO REFORM FISHERY MANAGEMENT IN THE U.S. TO EMPLOY ECOSYSTEM-BASED MANAGEMENT AS THE FRAMEWORK FOR FISHERIES POLICY AND TO MAKE LONG-TERM SUSTAINABILITY THE PRIORITY FOR FISHING.</p> <p>(Grants and allocations \$ _____ ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	2,246,596.
<p><b>b</b> PROTECT MARINE WILDLIFE: THE GOAL OF THE OCEAN CONSERVANCY IS TO REDUCE AND ELIMINATE BYCATCH TO PREVENT THE EXTINCTION AND ENSURE THE RECOVERY OF MANY SPECIES OF MARINE ANIMALS.</p> <p>(Grants and allocations \$ 6,738. ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	2,164,605.
<p><b>c</b> CITIZEN OUTREACH, POLLUTION PREVENTION AND MONITORING: THROUGH THIS PROGRAM, THE OCEAN CONSERVANCY CONDUCTS OUTREACH AND POLLUTION PREVENTION AND MONITORING PROJECTS FOR CITIZENS.</p> <p>(Grants and allocations \$ 3,641. ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	2,437,445.
<p><b>d</b> REFORM GOVERNMENT FOR BETTER OCEAN STEWARDSHIP: THIS PROGRAM CODIFIES NATIONAL AND STATE POLICIES THAT EMPHASIZE CONSERVATION AND RESTORATION OF OCEAN ECOSYSTEMS, AS WELL AS GREATER PUBLIC PARTICIPATION IN MANAGING THESE PUBLIC TRUST RESOURCES.</p> <p>(Grants and allocations \$ 84,500. ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	1,277,605.
<p><b>e</b> Other program services (attach schedule) SEE STATEMENT 11 (Grants and allocations \$ 614,128. ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	3,497,998.
<p><b>f</b> Total of Program Service Expenses (should equal line 44, column (B), Program services) . . . . . ►</p>	11,624,249.

**Part IV Balance Sheets** (See the instructions.)

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

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	7,567.	45	7,690.
	46 Savings and temporary cash investments	895,327.	46	49,802.
	47a Accounts receivable	20,994.		
	b Less: allowance for doubtful accounts		47c	20,994.
	48a Pledges receivable	6,177,123.		
	b Less: allowance for doubtful accounts	225,201.	48c	5,951,922.
	49 Grants receivable	84,781.	49	157,146.
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b	
	51a Other notes and loans receivable (attach schedule)			
	b Less: allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	142,950.	53	113,401.
	54a Investments - publicly-traded securities <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	14,789,334.	54a	10,956,603.
	b Investments - other securities (attach schedule) <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	1,154,684.	54b	1,944,913.
55a Investments - land, buildings, and equipment: basis	STMT 12			
b Less: accumulated depreciation (attach schedule)		55c		
56 Investments - other (attach schedule)		56		
57a Land, buildings, and equipment: basis STMT 1	1,706,350.			
b Less: accumulated depreciation (attach schedule) STMT 1				
58 Other assets, including program-related investments (describe STMT 13)	434,267.	57c	459,316.	
59 <b>Total assets</b> (must equal line 74). Add lines 45 through 58	696,091.	58	530,589.	
	18,990,416.	59	20,192,376.	
Liabilities	60 Accounts payable and accrued expenses	796,252.	60	1,312,641.
	61 Grants payable		61	
	62 Deferred revenue	NONE	62	117,196.
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule) STMT 14	2,786,917.	64b	3,895,829.
	65 Other liabilities (describe STMT 15)	796,818.	65	810,720.
66 <b>Total liabilities.</b> Add lines 60 through 65	4,379,987.	66	6,136,386.	
<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.</b>				
67 Unrestricted	8,688,251.	67	3,756,467.	
68 Temporarily restricted	4,372,783.	68	8,750,128.	
69 Permanently restricted	1,549,395.	69	1,549,395.	
<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.</b>				
70 Capital stock, trust principal, or current funds		70		
71 Paid-in or capital surplus, or land, building, and equipment fund		71		
72 Retained earnings, endowment, accumulated income, or other funds		72		
73 <b>Total net assets or fund balances.</b> Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	14,610,429.	73	14,055,990.	
74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73	18,990,416.	74	20,192,376.	

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

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

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

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

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

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 18		508,473.	21,953.	NONE

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

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

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

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

Part VI Other Information (See the instructions.)

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

**Part VI Other Information (continued)**

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



**Part VI Other Information (continued)**

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

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

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

Note: Enter gross amounts unless otherwise indicated.

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

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

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

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

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

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
STMT 24	%		NONE	7,090.
	%			
	%			
	%			

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

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

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

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

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

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

Yes	No
	X

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

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

Yes	No
	X

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

**108** Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	X

**Please Sign Here**

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

Signature of officer: *Laurence J. Amon* Date: 5-15-09

Type or print name and title: LAURENCE J. AMON

**Paid Preparer's Use Only**

Preparer's signature: *[Signature]* Date: 5-15-2009 Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: ARGY, WILTSE & ROBINSON, P.C. EIN:  

8405 GREENSBORO DRIVE, 7TH FLOOR Phone no.: 703-893-0600

MCLEAN, VA 22102

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

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

OMB No. 1545-0047

Department of the Treasury  
Internal Revenue Service

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),  
or 4947(a)(1) Nonexempt Charitable Trust  
**Supplementary Information - (See separate instructions.)**  
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

**2007**

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 25				
Total number of other employees paid over \$50,000 . . ▶		39		

**Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 26		
Total number of others receiving over \$50,000 for professional services . . . . . ▶		3

**Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services**  
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 27		
Total number of other contractors receiving over \$50,000 for other services . . . . . ▶		0

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

Schedule A (Form 990 or 990-EZ) 2007

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1 through 7g regarding lobbying activities, grants, and donor advised funds.

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

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

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

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

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

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

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

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

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.) . . . . .	16,041,532.	13,892,229.	12,174,146.	4,903,493.	47,011,400.
16 Membership fees received . . . . .					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose . . . . .	46,316.	165,361.	123,541.	22,308.	357,526.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975. . . . .	666,615.	724,534.	310,988.	85,422.	1,787,559.
19 Net income from unrelated business activities not included in line 18 . . . . .					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf . . . . .					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge . . . . .					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	STMT 28 98,085.	92,399.	163,603.	69,254.	423,341.
23 Total of lines 15 through 22 . . . . .	16,852,548.	14,874,523.	12,772,278.	5,080,477.	49,579,826.
24 Line 23 minus line 17. . . . .	16,806,232.	14,709,162.	12,648,737.	5,058,169.	49,222,300.
25 Enter 1% of line 23. . . . .	168,525.	148,745.	127,723.	50,805.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 . . . . . ▶					26a 984,446.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶					26b 7,735,840.
c Total support for section 509(a)(1) test: Enter line 24, column (e) . . . . . ▶					26c 49,222,300.
d Add: Amounts from column (e) for lines: 18 <u>1,787,559.</u> 19 _____					
22 <u>423,341.</u> 26b <u>7,735,840.</u> . . . . . ▶					26d 9,946,740.
e Public support (line 26c minus line 26d total) . . . . . ▶					26e 39,275,560.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) . . . . . ▶					26f 79.7922 %
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: NOT APPLICABLE (2006) _____ (2005) _____ (2004) _____ (2003) _____					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2006) _____ (2005) _____ (2004) _____ (2003) _____					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____					
17 _____ 20 _____ 21 _____ . . . . . ▶					27c
d Add: Line 27a total . . . . . and line 27b total . . . . . ▶					27d
e Public support (line 27c total minus line 27d total) . . . . . ▶					27e
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) . . . . . ▶					27f
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) . . . . . ▶					27g %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) . . . . . ▶					27h %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

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

NOT APPLICABLE

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

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

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 11 of the instructions.)  
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

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

**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for all electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) . . .	36	5,665.
37	Total lobbying expenditures to influence a legislative body (direct lobbying) . . .	37	12,303.
38	Total lobbying expenditures (add lines 36 and 37) . . . . .	38	17,968.
39	Other exempt purpose expenditures . . . . .	39	
40	Total exempt purpose expenditures (add lines 38 and 39) . . . . .	40	17,968.
41	Lobbying nontaxable amount. Enter the amount from the following table - <b>If the amount on line 40 is -</b> <b>The lobbying nontaxable amount is -</b> Not over \$500,000 . . . . . 20% of the amount on line 40 . . . . . Over \$500,000 but not over \$1,000,000 . . . \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 . . \$175,000 plus 10% of the excess over \$1,000,000 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	41	3,594.
42	Grassroots nontaxable amount (enter 25% of line 41) . . . . .	42	899.
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 . . . . .	43	4,766.
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 . . . . .	44	14,374.

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

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

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

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

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

NOT APPLICABLE

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

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

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



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

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

a Transfers from the reporting organization to a noncharitable exempt organization of:

Table with columns: Yes, No. Rows: 51a(i) Cash, a(ii) Other assets, b(i) Sales or exchanges of assets, b(ii) Purchases of assets, b(iii) Rental of facilities, b(iv) Reimbursement arrangements, b(v) Loans or loan guarantees, b(vi) Performance of services, c Sharing of facilities.

b Other transactions:

- (i) Sales or exchanges of assets with a noncharitable exempt organization
(ii) Purchases of assets from a noncharitable exempt organization
(iii) Rental of facilities, equipment, or other assets
(iv) Reimbursement arrangements
(v) Loans or loan guarantees
(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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

b If "Yes," complete the following schedule:

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains N/A.

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

Organization type (check one):

**Filers of:**

**Section:**

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

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

**General Rule -**

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

**Special Rules -**

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

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

Name of organization OCEAN CONSERVANCY

Employer identification number  
23-7245152

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

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

FORM 990 - GENERAL EXPLANATION ATTACHMENT  
=====

## GENERAL EXPLANATION ATTACHMENT #1

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

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

FORM 990 - GENERAL EXPLANATION ATTACHMENT

GENERAL EXPLANATION ATTACHMENT #2

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

SECURITIES:

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

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

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

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

=====

DESCRIPTION

-----

AMOUNT

-----

PRIOR YEAR AUDIT ADJUSTMENT

291,000.

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TOTAL

291,000.

=====

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

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



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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

GRANTS PAID

THE NATIONAL MARINE SANCTUARY FOUNDATION

8601 GEORGIA AVE SUITE 500

SILVER SPRING, MD 20910

NONE

CONSERVING SPECIAL OCEAN PLACES GRANT

10,500.

KEEP HILLSBOROUGH COUNTY

P.O. BOX 273248

TAMPA, FL 33688

NONE

COASTAL CLEAN-UP

2,500.

AUGUSTUS VOGEL

543 4TH ST SE

WASHINGTON, DC 20003

NONE

COASTAL CLEAN-UP

641.

MARINE FISH CONSERVATION

600 PENNSYLVANIA AVE SE #210

WASHINGTON, DC 20003

NONE

OCEAN GOVERNANCE

500.

CONSERVATION LAW FOUNDATION

62 SUMMER STREET

BOSTON, MA 02210-1016

NONE

OCEAN GOVERNANCE

46,000.

MASSACHUSETTS AUDUBON

6 BEACON STREET SUITE 1025

BOSTON, MA 02108

NONE

OCEAN GOVERNANCE

38,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

WIDECAST 135 DUKE MARINE LAB ROAD BEUFORT, NC 28516-9721	NONE	MARINE WILDLIFE GRANT	1,000.
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ASSOCIACION SALVEMOS LAS TORTUGAS P.O. BOX 738 OCCIDENTAL, CA 95465	NONE	MARINE WILDLIFE GRANT	1,000.
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THE OCEAN FOUNDATION 1990 M STREET NW SUITE 250 WASHINGTON, DC 20036	NONE	MARINE WILDLIFE GRANT	5,220.
--	------	-----------------------	--------

UCF MARINE TURTLE RESEARCH GROUP 3865 S A1A MELBOURNE BEACH, FL 32951	NONE	MARINE WILDLIFE GRANT	400.
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PRO PENINSULA P.O. BOX 3953 SAN DIEGO, CA 92163	NONE	CONSERVING SPECIAL OCEAN PLACES GRANT	10,000.
---	------	---------------------------------------	---------

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

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

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SMITHSONIAN INSTITUITE 1100 JEFFERSON DR SW #3123 WASHINGTON, DC 20560-0705	NONE	COMMUNICATIONS, MARKETING & PUBLICATIONS	500,000.
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STANFORD UNIVERSITY 120 OCEAN VIEW BLVD PACIFIC GROVE, CA 93950	NONE	CORAL REEF PRESERVATION	14,901.
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UNIVERSITY OF HAWAII TECH 2525 CORREA RD HIG237 HONOLULU, HI 96822	NONE	CORAL REEF PRESERVATION	14,150.
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UNIVERSITY OF FLORIDA 219 GRINTER HALL PO BOX #115500 GAINESVILLE, FL 32611-5500	NONE	CORAL REEF PRESERVATION	14,730.
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UNIVERSITY OF MAINE - UPEAST FOUNDATION 193 CLARK'S COVE ROAD WALPOLE, ME 04573	NONE	CORAL REEF PRESERVATION	15,000.
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TOTAL CONTRIBUTIONS PAID			709,007.
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FORM 990, PART II - OTHER EXPENSES

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

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

=====

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

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

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

FORM 990, PART IV - INVESTMENTS - OTHER SECURITIES

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

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

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



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

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

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

-----

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

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

-----

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	2,786,917.
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TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	3,895,829.
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FORM 990, PART IV - OTHER LIABILITIES

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

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

=====

DESCRIPTION

AMOUNT

-----

-----

SPECIAL EVENT DIRECT EXPENSES

-13,427.

TOTAL

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

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

=====

DESCRIPTION

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AMOUNT

-----

SPECIAL EVENT DIRECT EXPENSES

13,427.

TOTAL

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

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

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

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

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

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

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

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

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



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

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

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

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

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LINE NO.	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES
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93A	UNITED NATIONS ENVIRONMENTAL PROTECTION PROGRAMME EDUCATES THE PUBLIC BY PUBLISHING INFORMATION ABOUT OCEAN CONSERVATION.
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93B	SALES OF EDUCATIONAL PUBLICATIONS ON MARINE CONSERVATION ISSUES.
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FORM 990, PART IX - INFORMATION REGARDING TAXABLE SUBSIDIARIES

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

TOTAL INCOME

-----  
 NONE  
 =====

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

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

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.  
=====

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

SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.  
=====

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
BEACONFIRE CONSULTING 2300 CLARENDON BLVD SUITE 1100 ARLINGTON, VA 22201	SOFTWARE DEVELOPMNT	87,084.
MAL WARWICK & ASSOCIATES 2550 9TH STREET #103 BERKLEY, CA 94710	DIRECT MAIL	142,106.
	TOTAL COMPENSATION	----- 229,190. =====

SCHEDULE A, PART IV-A - OTHER INCOME

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