

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2008

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

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

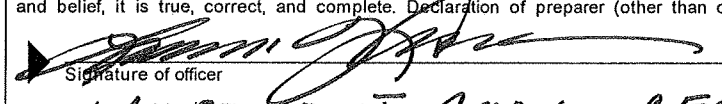
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type.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

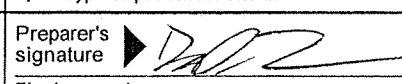
Part I Summary

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

Part II Signature Block

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

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

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

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



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

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

Notice Number: CP211A

Date: March 15, 2010

Taxpayer Identification Number:

23-7245152

Tax Form: 990

Tax Period: September 30, 2009

053002.701986.0158.004 1 AT 0.357 375



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



53002

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

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

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

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

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

SEE STATEMENT 1

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

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

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

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

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

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

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

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

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

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

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

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

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

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

4e Total program service expenses ► \$ 12,076,592. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>	X	
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question numbers (1a-12b), Yes/No checkboxes, and input fields. Includes questions about Form 1096, Form W-2G, Form W-3, foreign accounts, prohibited tax shelter transactions, and Section 501(c)(3) organizations.

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

Section A. Governing Body and Management

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

Table with 11 rows of questions and 3 columns: Question, Yes, No. Includes sub-questions 1a-11 and 7a-7b.

Section B. Policies

Table with 12 rows of questions and 3 columns: Question, Yes, No. Includes sub-questions 12a-12c and 15a-15b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: KEN DONALDSON 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036 202-429-5609

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

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

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

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

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

Part VIII Statement of Revenue

23-7245152

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

Part IX Statement of Functional Expenses

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

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

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

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	7,690.	1	7,753.
	2	Savings and temporary cash investments	49,802.	2	264,930.
	3	Pledges and grants receivable, net	6,109,068.	3	7,052,954.
	4	Accounts receivable, net	20,994.	4	87,449.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sales or use		8	
	9	Prepaid expenses and deferred charges	113,401.	9	145,193.
	10a	Land, buildings, and equipment: cost basis	10a 1,620,754.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D.	10b 1,314,535.	10c	306,219.
	11	Investments - publicly traded securities	10,956,603.	11	11,117,948.
	12	Investments - other securities. See Part IV, line 11	1,944,913.	12	635,341.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets	52,963.	14	34,454.
	15	Other assets. See Part IV, line 11	530,589.	15	801,804.
16	Total assets. Add lines 1 through 15 (must equal line 34)	20,192,376.	16	20,454,045.	
Liabilities	17	Accounts payable and accrued expenses	1,312,641.	17	1,043,328.
	18	Grants payable		18	
	19	Deferred revenue	117,196.	19	115,327.
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	3,895,829.	23	3,196,041.
	24	Unsecured notes and loans payable.		24	
	25	Other liabilities. Complete Part X of Schedule D	810,720.	25	801,723.
	26	Total liabilities. Add lines 17 through 25.	6,136,386.	26	5,156,419.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	3,756,467.	27	3,289,951.
	28	Temporarily restricted net assets	8,750,128.	28	10,415,505.
	29	Permanently restricted net assets	1,549,395.	29	1,592,170.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	14,055,990.	33	15,297,626.
	34	Total liabilities and net assets/fund balances.	20,192,376.	34	20,454,045.

Part XI Financial Statements and Reporting

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

Public Charity Status and Public Support

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

h Provide the following information about the organizations the organization supports.

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

SCHEDULE A, PART II - OTHER INCOME

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

Schedule of Contributors

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

2008

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

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization OCEAN CONSERVANCY

Employer identification number

23-7245152

Part I Contributors (see instructions)

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

SCHEDULE C
(Form 990 or 990-EZ)

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

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	434.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	61,513.													
c	Total lobbying expenditures (add lines 1a and 1b)	61,947.													
d	Other exempt purpose expenditures	15,903,244.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	15,965,191.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	948,260.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	237,065.													
h	Subtract line 1g from line 1a. Enter -0- if line g is more than line a														
i	Subtract line 1f from line 1c. Enter -0- if line f is more than line c														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2 a Lobbying non-taxable amount	811,434.	936,289.	3,594.	12,839.	1,764,156.
b Lobbying ceiling amount (150% line 2a, column(e))					2,646,234.
c Total lobbying expenditures	196,299.	173,622.	12,303.	61,513.	443,737.
d Grassroots non-taxable amount	202,859.	234,072.	899.	3,097.	440,927.
e Grassroots ceiling amount (150% of line 2d, column (e))					661,391.
f Grassroots lobbying expenditures	31,135.	139,994.	5,665.	434.	177,228.

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

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

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

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

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

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

Part IV Supplemental Information

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

Part IV Supplemental Information *(continued)*

A series of horizontal dashed lines providing space for supplemental information.

Supplemental Financial Statements

2008

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors 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?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?

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

Table with 2 columns: Held at the End of the Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds?, 6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?, 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: \$, \$, \$, \$. Rows include: 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items, 1b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X, 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		47,075.	13,986.	33,090.
d Equipment		1,373,160.	1,124,171.	248,989.
e Other		200,519.	176,379.	24,140.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				306,219.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other _____		

Total. (Column (b) should equal Form 990, Part X, col. (B) line 12.) ▶		

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

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

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

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

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

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

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	15,358,961.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	15,965,191.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-606,230.
4	Net unrealized gains (losses) on investments	4	1,115,821.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	1,115,821.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	509,591.

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

1	Total revenue, gains, and other support per audited financial statements	1	16,676,332.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	1,115,821.
b	Donated services and use of facilities	2b	201,550.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	1,317,371.
3	Subtract line 2e from line 1	3	15,358,961.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	15,358,961.

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

1	Total expenses and losses per audited financial statements	1	16,166,741.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	201,550.
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	201,550.
3	Subtract line 2e from line 1	3	15,965,191.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	15,965,191.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

USE OF ENDOWMENT FUNDS

FORM 990, SCHEDULE PART V

DONORS' INTENT IN CONTRIBUTING TO THE ENDOWMENT FUND WAS TO PROVIDE AN

ONGOING SOURCE OF FUNDING FOR THE GENERAL OPERATIONS OF THE ORGANIZATION.

THERE ARE NO DONOR RESTRICTIONS AS TO HOW INCOME GENERATED FROM THE

ENDOWMENT MAY BE USED. IN ORDER TO HONOR DONOR INTENT, THE BOARD OF

DIRECTORS HAS AUTHORIZED AN ANNUAL DISTRIBUTION OF 5% OF THE FAIR MARKET

VALUE OF THE FUND ANNUALLY. THE DISTRIBUTION IS MEANT TO FUND GENERAL

OPERATIONS OF THE ORGANIZATION.

**Schedule F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

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

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

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

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
SOUTH AMERICA	NONE	NONE	GRANTMAKING	OCEAN GOVERNANCE	50,000.
Totals	NONE	NONE			50,000.

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

Schedule F (Form 990) 2008

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000

Use Schedule F-1 (Form 990) if additional space is needed.

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

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

3 Enter total number of other organizations or entities

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
RESEARCH	SOUTH AMERICA	1	50,000.	EFT			

Part IV Supplemental Information

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

MONITORING PROCESS OF GRANTS

FORM 990, SCHEDULE F, PART I

OCEAN CONSERVANCY MONITORS GRANTEES BY REQUIRING FULL FINANCIAL REPORTS

ALONG WITH SPECIFIC PROJECT DELIVERABLES.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2008

**Open To Public
Inspection**

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

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

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

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

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

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

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

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

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

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

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

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

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

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

a Is the organization licensed to operate gaming activities in each of these states? _____

b If "No," Explain: _____

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

b If "Yes," Explain: _____

11 Does the organization operate gaming activities with nonmembers? _____

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? _____

	Yes	No
9a		
10a		
11		
12		

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

SCHEDULE I (Form 990)

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

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

Part I General information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance... 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" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

Table with columns: (a) Name and address of organization or government, (b) EIN, (c) IRC section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Includes rows for THE NATIONAL MARINE SANCTUARY FOUNDATION, SILVER SPRING, MD 20910; SMITHSONIAN INSTITUTION, WASHINGTON, DC 20560-0705; THE NATURE CONSERVANCY, ARLINGTON, VA 22203-1606.

Summary rows: 2 Enter total number of section 501(c)(3) and government organizations, 3 Enter total number of other organizations. Totals: 3

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

Schedule I (Form 990) 2008

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

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

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

MONITORING PROCESS OF GRANTS

FORM 990, SCHEDULE I, PART I

OCEAN CONSERVANCY MONITORS GRANTEEES BY REQUIRING FULL FINANCIAL REPORTS

ALONG WITH SPECIFIC PROJECT DELIVERABLES.

PURPOSE OF GRANT OR ASSISTANCE (SEE NEXT PAGE)

FORM 990, SCHEDULE I, PART II

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

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

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

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

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

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

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

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

PLANNING FRAMEWORK AND SUPPORTIVE FUNDING MECHANISMS.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

OCEAN CONSERVANCY

Employer identification number

23-7245152

Part I Questions Regarding Compensation

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

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

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

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

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

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2008

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
VERONIQUE SPRUILL	(i) 232,094. (ii) ----- (iii) -----	23,400. ----- -----	NONE ----- -----	13,878. ----- -----	10,543. ----- -----	279,915. ----- -----	
DENNIS KELSO	(i) 178,237. (ii) ----- (iii) -----	20,276. ----- -----	NONE ----- -----	NONE ----- -----	15,204. ----- -----	213,717. ----- -----	
AMELIA MONTJOY	(i) 153,717. (ii) ----- (iii) -----	1,500. ----- -----	NONE ----- -----	7,116. ----- -----	4,029. ----- -----	166,362. ----- -----	
LAURA CAPPS	(i) 142,661. (ii) ----- (iii) -----	1,500. ----- -----	NONE ----- -----	NONE ----- -----	6,558. ----- -----	150,719. ----- -----	
WARNER CHABOT	(i) 151,573. (ii) ----- (iii) -----	NONE ----- -----	NONE ----- -----	6,738. ----- -----	3,399. ----- -----	161,710. ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	
	(i) ----- (ii) ----- (iii) -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	

Part III Supplemental Information

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

Area with horizontal dashed lines for supplemental information.

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

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the Organization

Employer Identification number

OCEAN CONSERVANCY

23-7245152

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
VERONIQUE SPRUILL PRESIDENT & CEO	40.	X		X				255,494.	24,421.	
CECILY MAJERUS CHAIR	2.	X						NONE	NONE	
CURTIS BOHLEN VICE CHAIR	2.	X						NONE	NONE	
BARBARA PAUL ROBINSON TREASURER	2.	X						NONE	NONE	
PATRICK B. PURCELL SECRETARY	2.	X						NONE	NONE	
PHILIPPE COUSTEAU BOARD MEMBER	2.	X						NONE	NONE	
NICOLE LUSKEY BOARD MEMBER	2.	X						NONE	NONE	
STEVEN MOORE BOARD MEMBER	2.	X						NONE	NONE	
MICHAEL ORBACH BOARD MEMBER	2.	X						NONE	NONE	
STEPHEN PALUMBI BOARD MEMBER	2.	X						NONE	NONE	
DAVID ZACHES BOARD MEMBER	2.	X						NONE	NONE	
DAVID ALDRICH BOARD MEMBER	2.	X						NONE	NONE	
THOMAS ALLEN BOARD MEMBER	2.	X						NONE	NONE	
DANE NICHOLS BOARD MEMBER	2.	X						NONE	NONE	
DENNIS KELSO EVP/COO	40.			X				198,513.	15,204.	
LAWRENCE AMON CFO	24.			X				101,700.	NONE	
AMELIA MONTJOY VP RESOURCE DEVELOPMENT	40.					X		155,217.	11,145.	
LAURA CAPPS VP COMMUNICATIONS	40.					X		144,161.	6,558.	
WARNER CHABOT VP CAMPAIGNS	40.					X		151,573.	10,137.	
JANIS JONES VP LEGAL AFFAIRS	40.					X		134,814.	8,105.	
MARK POWELL VP SUSTAINABILITY	40.					X		122,240.	16,093.	

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

Schedule J-2 (Form 990) 2008

Non-Cash Contributions

2008

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

Department of the Treasury
Internal Revenue Service

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		150.	FAIR MARKET VALUE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded	X	8	125,099.	FAIR MARKET VALUE
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>MISC. SUPPLIES</u>)	X	300	11,759.	FAIR MARKET VALUE
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

**SCHEDULE O
(Form 990)**

Supplemental Information to Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

FORM 990 REVIEW PROCESS

FORM 990, PART VI, LINE 10

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

REVIEW BEFORE FILING THE RETURN.

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

CONFLICTS OF INTEREST

FORM 990, PART VI, LINE 12

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

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

DETERMINING COMPENSATION

FORM 990, PART VI, LINE 15

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

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

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

COMPENSATION ALSO BASED ON PERFORMANCE EVALUATIONS, MARKET SURVEYS AND

THE ORGANIZATION'S FINANCIAL SITUATION AND PERFORMANCE.

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

AVAILABILITY OF OTHER DOCUMENTS

FORM 990, PART VI, LINE 19

OCEAN CONSERVANCY'S AUDITED FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND

CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

STATES IN WHICH FORM 990 IS REQUIRED TO BE FILED

FORM 990, PART VI, LINE 17

ALABAMA, ALASKA, ARIZONA, ARKANSAS, CALIFORNIA, COLORADO, CONNECTICUT,

DISTRICT OF COLUMBIA, FLORIDA, GEORGIA, ILLINOIS, KANSAS, KENTUCKY,

LOUISIANA, MAINE, MARYLAND, MASSACHUSETTS, MICHIGAN, MINNESOTA,

MISSISSIPPI, MISSOURI, NEW HAMPHSIRE, NEW JERSEY, NEW MEXICO, NEW YORK,

NORTH CAROLINA, NORTH DAKOTA, OHIO, OKLAHOMA, OREGON, PENNSYLVANIA, RHODE

ISLAND, SOUTH CAROLINA, TENNESSEE, TEXAS, VIRGINIA, WASHINGTON, WEST

VIRGINIA, WISCONSIN

Name of the organization

Employer identification number

OCEAN CONSERVANCY

23-7245152

FUNDRAISING ACTIVITY EXPENSES

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

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

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

WERE COMPOSED OF PRINTING, POSTAGE AND LETTER SHOP FEES TOTALING

\$495,385.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

OCEAN CONSERVANCY

Employer identification number
23-7245152

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity
2029 K STREET, LLC 2029 K STREET, NW WASHINGTON, DC 20006 54-2164045	BLDG_HLDG_ENT	DC	NONE	7,153.	N/A

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity

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

Schedule R (Form 990) 2008

Part III Identification of Related Organizations Taxable as a Partnership

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

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

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

Part V Transactions With Related Organizations

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

1 During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

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

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

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

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

=====

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

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

=====

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