

Return of Organization Exempt From Income Tax

2009

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2009 calendar year, or tax year beginning 07/01, 2009, and ending 06/30, 2010

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	C Name of organization DUCKS UNLIMITED GROUP RETURN Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite ONE WATERFOWL WAY City or town, state or country, and ZIP + 4 MEMPHIS, TN 38120	D Employer identification number 91-2009004
	F Name and address of principal officer: RANDY L. GRAVES ONE WATERFOWL WAY MEMPHIS, TN 38120	E Telephone number (901) 758-3825
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	G Gross receipts \$ 76,717,848.
	J Website: WWW.DUCKS.ORG	H(a) Is this a group return for affiliates? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No H(b) Are all affiliates included? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number 9352
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:	M State of legal domicile:

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: DUCKS UNLIMITED, INC. CONSERVES, RESTORES, AND MANAGES WETLANDS AND ASSOCIATED HABITATS FOR NORTH AMERICA'S WATERFOWL. THESE HABITATS ALSO BENEFIT OTHER WILDLIFE AND PEOPLE.				
	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	61		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	59		
	5 Total number of employees (Part V, line 2a)	5	0		
	6 Total number of volunteers (estimate if necessary)	6	52,000		
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a			
b Net unrelated business taxable income from Form 990-T, line 34	7b				
Revenue	8 Contribution and grants (Part VIII, line 1h)	Prior Year	13,747,031.	Current Year	17,335,279.
	9 Program service revenue (Part VIII, line 2g)		0.		0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		0.		0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0.		11,851,153.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		13,747,031.		29,186,432.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		13,747,031.	
14 Benefits paid to or for members (Part IX, column (A), line 4)			0.		0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			0.		0.
16 a Professional fundraising fees (Part IX, column (A), line 11e)			0.		0.
b Total fundraising expenses, Part IX, column (D), line 25			0.		0.
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)			0.		0.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		13,747,031.		29,186,432.	
19 Revenue less expenses. Subtract line 18 from line 12					
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year	0.	End of Year	0.
	21 Total liabilities (Part X, line 26)		0.		0.
	22 Net assets or fund balances. Subtract line 21 from line 20		0.		0.

Part II Signature Block

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

Sign Here

Signature of officer _____ Date _____

Type or print name and title _____

Paid Preparer's Use Only

Preparer's signature _____ Date _____ Check if self-employed Preparer's identifying number (see instructions) P00789334

Firm's name (or yours if self-employed) address, and ZIP + 4 KPMG LLP 50 NORTH FRONT STREET, SUITE 900 MEMPHIS, TN 38103 EIN 13-5565207 Phone no. 901-523-3131

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

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:
DUCKS UNLIMITED, INC. CONSERVES, RESTORES, AND MANAGES WETLANDS AND
ASSOCIATED HABITATS FOR NORTH AMERICA'S WATERFOWL. THESE HABITATS
ALSO BENEFIT OTHER WILDLIFE AND PEOPLE.

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 \$ 29,186,432. including grants of \$ 29,186,432.) (Revenue \$ _____)
DIRECT CONTRIBUTION AND GRANTS TO DUCKS UNLIMITED, INC. TO
CONSERVE, RESTORE, AND MANAGE WETLANDS AND ASSOCIATED HABITATS FOR
NORTH AMERICA'S WATERFOWL.

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

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

4d Other program services. (Describe in Schedule O.)
(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ▶ 29,186,432.

Part IV Checklist of Required Schedules

Table with 20 rows of questions and 3 columns: Question, Yes, No. Includes questions 1 through 20 regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a 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 Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
36 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
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, description, and Yes/No columns. Includes sections 1a-1b, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, and 12a-12b.

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (61), 1b Enter the number of voting members that are independent (59), 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X), 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (X), 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (X), 5 Did the organization become aware during the year of a material diversion of the organization's assets? (X), 6 Does the organization have members or stockholders? (X), 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (X), 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (X), 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (X), 8b Each committee with authority to act on behalf of the governing body? (X), 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (X), 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? (X), 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (X), 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990., 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (X), 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X), 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (X), 13 Does the organization have a written whistleblower policy? (X), 14 Does the organization have a written document retention and destruction policy? (X), 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (X), 15b Other officers or key employees of the organization (X), 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X), 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed WA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: RANDY L. GRAVES ONE WATERFOWL WAY MEMPHIS, TN 38120 901-758-3825

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

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

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN POPE PRESIDENT	10.00	X		X						
BRUCE LEWIS CHAIRMAN OF THE BOARD	5.00	X		X						
RANDY L. GRAVES INTERIM CEO	40.00	X		X			0.	232,099.	14,010.	
JOHN W. NEWMAN FIRST VICE PRESIDENT	10.00	X		X						
STEPHEN REYNOLDS SECRETARY	5.00	X		X						
ROBERT S. HESTER TREASURER	5.00	X		X						
STEVE WHATLEY ASST. TREAS./REG V.P. REGION 7	5.00	X								
JEAN HULBERT SR. V.P., REGION 1	5.00	X								
BRUCE POSEY SR. V.P., REGION 2	5.00	X								
CHRIS TRACY SR. V.P., REGION 3	5.00	X								
STEVE MARASOVICH, JR. SR. V.P., REGION 4	5.00	X								
DOUG BURCH SR. V.P., REGION 5	5.00	X								
PETER T. MACGAFFIN SR. V.P., REGION 6	5.00	X								
MONTY LEWIS SR. V.P., REGION 7	5.00	X								
PAUL BONDERSON SR. V.P., CONSERV. PROG.	5.00	X								
A. KEL LONG, III SR. V.P., DEVELOPMENT	5.00	X								

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ROGERS HOYT, JR. SR. V.P., EVENT/VOLUN. MGMT	5.00	X								
DOUG SCHOENROCK SR. V.P., CORPORATE RELATIONS	5.00	X								
MIKE WOODWARD SR. V.P., MKTG/COMM.	5.00	X								
RON BARTELS SR. V.P., MEMBERSHIP	5.00	X								
BRUCE B. DEADMAN SR. V.P., YOUTH & EDUCATION	5.00	X								
ALAN HOPP REGIONAL V.P., REGION 1	5.00	X								
KYLE SWANSON REGIONAL V.P., REGION 1	5.00	X								
TOM ENOS REGIONAL V.P., REGION 2	5.00	X								
CLAY ROGERS REGIONAL V.P., REGION 2	5.00	X								
RON BABROS REGIONAL V.P., REGION 3	5.00	X								
LEE NESS REGIONAL V.P., REGION 3	5.00	X								
WILLIAM C. ANSELL REGIONAL V.P., REGION 4	5.00	X								
H. J. ELIZONDO REGIONAL V.P., REGION 4	5.00	X								
1b Total CONTINUED AT SCHEDULE J-2							0.	2,444,022.	125,250.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

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

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

91-2009004

				(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					
	b Membership dues	1b					
	c Fundraising events	1c	17,335,279.				
	d Related organizations	1d					
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f					
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			17,335,279.			
Program Service Revenue	Business Code						
	2a _____						
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f			0.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			0.			
	4 Income from investment of tax-exempt bond proceeds . . .			0.			
	5 Royalties			0.			
		(i) Real	(ii) Personal				
	6a Gross Rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)			0.			
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory						
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)			0.			
	8a Gross income from fundraising events (not including \$ <u>17,335,279.</u> of contributions reported on line 1c). See Part IV, line 18	a	33,769,086.				
	b Less: direct expenses	b	32,379,675.				
	c Net income or (loss) from fundraising events			1,389,411.			1,389,411.
	9a Gross income from gaming activities. See Part IV, line 19	a	25,613,483.				
	b Less: direct expenses	b	15,151,741.				
c Net income or (loss) from gaming activities			10,461,742.			10,461,742.	
10a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory			0.				
Miscellaneous Revenue			Business Code				
11a _____							
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			0.				
12 Total Revenue. See instructions			29,186,432.			11,851,153.	

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 . . .	29,186,432.	29,186,432.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.	0.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0.	0.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	0.	0.		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0.	0.		
7 Other salaries and wages	0.	0.		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	0.	0.		
9 Other employee benefits	0.	0.		
10 Payroll taxes	0.	0.		
11 Fees for services (non-employees):				
a Management	0.	0.		
b Legal	0.	0.		
c Accounting	0.	0.		
d Lobbying	0.	0.		
e Professional fundraising services. See Part IV, line 17	0.			
f Investment management fees	0.	0.		
g Other	0.	0.		
12 Advertising and promotion	0.	0.		
13 Office expenses	0.	0.		
14 Information technology	0.	0.		
15 Royalties	0.	0.		
16 Occupancy	0.	0.		
17 Travel	0.	0.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.	0.		
19 Conferences, conventions, and meetings	0.	0.		
20 Interest	0.	0.		
21 Payments to affiliates	0.	0.		
22 Depreciation, depletion, and amortization	0.	0.		
23 Insurance	0.	0.		
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 -----				
b -----				
c -----				
d -----				
e -----				
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	29,186,432.	29,186,432.	0.	0.
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year	
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b		10c
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)		0. 16	0.	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25		0. 26	0.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	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		0. 33	0.	
34 Total liabilities and net assets/fund balances		0. 34	0.	

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

Form **990** (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization DUCKS UNLIMITED GROUP RETURN	Employer identification number 91-2009004
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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: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	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)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
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) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (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 through 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) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (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. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) 100.00%; 15 Public support percentage from 2008 Schedule A, Part II, line 14 100.00%; 16a 33 1/3 % support test - 2009. 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 - 2008. 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 - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2008. 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

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10 a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

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

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

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

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

Schedule of Contributors

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

2009

Name of the organization DUCKS UNLIMITED GROUP RETURN	Employer identification number 91-2009004
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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 an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

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

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

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

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

Name of organization **DUCKS UNLIMITED GROUP RETURN**

Employer identification number

91-2009004

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	_____	\$ 40,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	_____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	_____	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	_____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	_____	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	_____	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **DUCKS UNLIMITED GROUP RETURN**

Employer identification number
91-2009004

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	_____	\$ 16,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	_____	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	_____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	_____	\$ 6,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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
		ALASKA BANQUET (event type)	SEATTLE DINNER (event type)	0 (total number)	(add col. (a) through col. (c))
Revenue	1	523,286.	409,410.	50,171,669.	51,104,365.
	2	93,053.	64,200.	17,178,026.	17,335,279.
	3	430,233.	345,210.	32,993,643.	33,769,086.
Direct Expenses	4				
	5	58,503.	45,161.	8,932,528.	9,036,192.
	6	30,027.	32,470.	5,217,965.	5,280,462.
	7	97,625.	143,056.	12,536,665.	12,777,346.
	8				
	9	30,027.	32,470.	5,223,178.	5,285,675.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(32,379,675.)
	11	Net income summary. Combine line 3, column (d), and line 10			1,389,411.

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			25,613,483.	25,613,483.
Direct Expenses	2				
	3			15,111,118.	15,111,118.
	4				
	5			40,623.	40,623.
	6	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 100.0000 % <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)			(15,151,741.)
	8	Net gaming income summary. Combine line 1, column d, and line 7			10,461,742.

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: <u>ATTACHMENT 2</u>		
a Is the organization licensed to operate gaming activities in each of these states?	9a X	
b If "No," explain:		
10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	X
b If "Yes," explain:		
11 Does the organization operate gaming activities with nonmembers?	11	X
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	X

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	1.0000 %
b An outside facility	13b	99.0000 %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ BETSY BOLPING

Address ▶ ONE WATERFOWL WAY MEMPHIS, TN 38120

15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

15a		X
------------	--	---

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

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

17a	X	
------------	---	--

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ 4,644,863.

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

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

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

PROCEDURES FOR MONITORING GRANT FUNDS WITHIN THE UNITED STATES

PART I, 2

DUCKS UNLIMITED, INC. REPORTS ON CONSERVATION ACCOMPLISHMENTS ON AN

ANNUAL BASIS THROUGH THE ANNUAL REPORT AND ALSO THROUGH THE WEBSITE

(DUCKS.ORG). THESE ACCOMPLISHMENTS ARE EXPRESSED IN "ACRES CONSERVED" AS

WELL AS CONSERVATION EXPENDITURES BY STATE. IT IS DETRIMENTAL THAT DUCKS

UNLIMITED, INC. KEEPS ITS VOLUNTEERS AND MEMBERS FULLY ENGAGED WITH ITS

MISSION THROUGH EDUCATION AND COMMUNICATION OF THEIR ACCOMPLISHMENTS AND

NEEDS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

DUCKS UNLIMITED GROUP RETURN

Employer identification number

91-2009004

Part I Questions Regarding Compensation

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

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

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

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

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

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2009

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
RANDY L. GRAVES	(i)	0.	0.	0.	0.	0.	0.
	(ii)	232,099.	0.	0.	7,061.	6,949.	246,109.
WILLIAM A. WENTZ	(i)	0.	0.	0.	0.	0.	0.
	(ii)	225,525.	0.	0.	7,079.	6,949.	239,553.
DANIEL P. THIEL	(i)	0.	0.	0.	0.	0.	0.
	(ii)	176,197.	0.	0.	6,814.	6,949.	189,960.
JAMES C. WEST	(i)	0.	0.	0.	0.	0.	0.
	(ii)	170,670.	0.	0.	6,814.	6,949.	184,433.
KENNETH M. BABCOCK	(i)	0.	0.	0.	0.	0.	0.
	(ii)	148,106.	0.	14,629.	6,687.	6,949.	176,371.
JAMES C. BOYD	(i)	0.	0.	0.	0.	0.	0.
	(ii)	155,508.	0.	0.	6,751.	6,949.	169,208.
RUDOLPH A. ROSEN	(i)	0.	0.	0.	0.	0.	0.
	(ii)	146,715.	0.	0.	6,690.	6,949.	160,354.
ROBERT D. MIMS	(i)	0.	0.	0.	0.	0.	0.
	(ii)	153,670.	0.	0.	6,741.	6,949.	167,360.
WAYNE A. DIERKS	(i)	0.	0.	0.	0.	0.	0.
	(ii)	143,163.	0.	0.	6,687.	6,949.	156,799.
JAMES L. YOUNG	(i)	0.	0.	0.	0.	0.	0.
	(ii)	0.	0.	186,100.	0.	0.	186,100.
DONALD A YOUNG	(i)	0.	0.	0.	0.	0.	0.
	(ii)	181,906.	0.	380,775.	1,385.	0.	564,066.
MATTHEW B. CONNOLLY	(i)	0.	0.	0.	0.	0.	0.
	(ii)	0.	0.	106,332.	0.	0.	106,332.
DALE WHITESELL	(i)	0.	0.	0.	0.	0.	0.
	(ii)	0.	0.	22,627.	0.	0.	22,627.
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

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

Continuation Sheet for Form 990

OMB No. 1545-0047

2009

**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.**

▶ **See the Instructions for Form 990.**

Name of the Organization

DUCKS UNLIMITED GROUP RETURN

Employer identification number

91-2009004

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			
REX SCHULZ REGIONAL V.P., REGION 5	5.00	X								
GEORGE THOMLINSON REGIONAL V.P., REGION 5	5.00	X								
JOHN CUSHMAN REGIONAL V.P., REGION 6	5.00	X								
RICHARD C. MAGIE REGIONAL V.P., REGION 6	5.00	X								
LLOYD GOODE REGIONAL V.P., REGION 7	5.00	X								
MIKE BENGE AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
KATHY M. CHRISTIAN AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
STEVE COOK AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
SCOTT C. CRAWFORD AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
CHRIS E. DORROW AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
GEORGE DUNKLIN, JR. AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
DOUG T. FEDERIGHI AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
DAVID A. HAGGARD AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
DENNIS P. HAVEY AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
JAMES HULBERT AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
BARBARA JOHNSON AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
LON KNOEDLER AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
JAMES D. KONKEL AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
L.J. MAYEUX, JR. M.D. AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
JOE MAZON AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
KEVIN O'DONOVAN AT-LARGE MEMBER OF THE B.O.D.	5.00	X								

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

Schedule J-2 (Form 990) 2009

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

Continuation Sheet for Form 990

OMB No. 1545-0047

2009

**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.**

▶ **See the Instructions for Form 990.**

Name of the Organization

DUCKS UNLIMITED GROUP RETURN

Employer identification number

91-2009004

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			
JIM PIKE AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
DR. BRIAN PRIDDLE AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
BOB SAATHOFF AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
JOHN SAMPSON AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
BILL SHORT AT-LARGE MEMBER OF THE B.O.D.	5.00	X								
JOHN W. CHILDS PRES., WETLANDS AMERICA TRUST	5.00	X								
JOHN TOMKE DUCKS UNLIMITED DE MEXICO	5.00	X								
NEIL DOWNEY DUCKS UNLIMITED CANADA	5.00	X								
JACK H. HOLE DUCKS UNLIMITED CANADA	5.00	X								
TOM S. WORDEN DUCKS UNLIMITED CANADA	5.00	X								
DALE HALL CHIEF EXECUTIVE OFFICER	40.00	X		X						
WILLIAM A. WENTZ SENIOR GROUP MANAGER	40.00				X		0.	225,525.	14,028.	
DANIEL P. THIEL GROUP MANAGER	40.00				X		0.	176,197.	13,763.	
JAMES C. WEST GROUP MANAGER	40.00				X		0.	170,670.	13,763.	
KENNETH M. BABCOCK SR. DIRECTOR FOR CONSERVATION	40.00					X	0.	162,735.	13,636.	
JAMES C. BOYD GROUP MANAGER	40.00					X	0.	155,508.	13,700.	
RUDOLPH A. ROSEN DIRECTOR OF CONSERVATION	40.00					X	0.	146,715.	13,639.	
ROBERT D. MIMS CONTROLLER	40.00					X	0.	153,670.	13,690.	
WAYNE A. DIERKS GROUP MANAGER	40.00					X	0.	143,163.	13,636.	
DALE WHITESELL FORMER EXECUTIVE V.P.							X	0.	22,627.	0.
JAMES L. YOUNG FORMER GROUP MANAGER							X	0.	186,100.	0.

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

Schedule J-2 (Form 990) 2009

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

DUCKS UNLIMITED GROUP RETURN

Employer identification number

91-2009004

ATTACHMENT 1

STATES REQUIRED DISTRIBUTION

SCH G, PART III, 17B

STATES	REQUIRED DISTRIBUTION
=====	=====
ALASKA	305,332
ARKANSAS	66,700
CALIFORNIA	558,608
DELAWARE	20,475
IDAHO	77,531
INDIANA	100,729
IOWA	126,954
KENTUCKY	64,096
LOUISIANA	132,783
MASSACHUSETTS	57,666
MICHIGAN	508,996
NEBRASKA	81,805
NEVADA	59,085
NEW HAMPSHIRE	15,295
NEW MEXICO	8,736
NEW YORK	131,986
NORTH CAROLINA	243,140
NORTH DAKOTA	64,969
OREGON	70,605
RHODE ISLAND	8,476

Name of the organization	Employer identification number
DUCKS UNLIMITED GROUP RETURN	91-2009004

ATTACHMENT 1 (CONT'D)

TEXAS	636,428
VERMONT	27,079
VIRGINIA	96,335
WEST VIRGINIA	11,629
WISCONSIN	1,054,889
WYOMING	114,537
=====	
TOTAL	4,644,863
=====	

990 COMMITTEE DISTRIBUTION

PART VI, 11

A COPY OF THE 990 IS DISTRIBUTED TO A COMMITTEE MADE UP OF A NUMBER OF KEY BOARD MEMBERS (THE PERSONNEL POLICY COMMITTEE). ONCE THE COMMITTEE HAS HAD ENOUGH TIME TO REVIEW THE 990, A COMMITTEE MEETING IS HELD TO REVIEW AND APPROVE THE 990 FOR FILING. ONCE APPROVED, THE 990 IS DISTRIBUTED TO THE FULL BOARD.

COMPLIANCE POLICY

PART VI, 12C

EMPLOYEE COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY IS REGULARLY AND CONSISTENTLY MONITORED VIA AN ANNUAL CONFLICT OF INTEREST SURVEY. ALL EMPLOYEES ARE REQUIRED TO DISCLOSE POTENTIAL CONFLICTS TO AN INDEPENDENT PARTY (THE INTERNAL AUDITOR). IF A CONFLICT IS NOTED DURING THIS PROCESS, IT IS RESOLVED THROUGH DISCUSSIONS WITH UPPER MANAGEMENT, HUMAN RESOURCES, THE EMPLOYEE, HIS/HER DIRECT SUPERVISOR AND THE INTERNAL AUDITOR. BOARD MEMBERS AND COMMITTEE MEMBERS ARE REQUIRED TO PRESENT ANY

Name of the organization DUCKS UNLIMITED GROUP RETURN	Employer identification number 91-2009004
--	--

ATTACHMENT 1 (CONT'D)

POSSIBLE CONFLICTS OF INTEREST TO THE BOARD OF GOVERNANCE COMMITTEE WHO THEN MAKES A RULING ON WHETHER THE CONFLICT OF INTEREST REALLY EXISTS. IF THERE IS A CONFLICT, THE COMMITTEE THEN PRESENTS THE FACTS AND SUGGESTED RESOLUTION TO THE BOARD OF DIRECTORS FOR A VOTE.

COMPENSATION DETERMINATION

PART VI, 15A AND B

IN 2008 AN INDEPENDENT CONSULTANT SPECIALIZING IN EXECUTIVE COMPENSATION PLANS SURVEYED SIMILAR NOT-FOR-PROFIT ORGANIZATIONS FOR THEIR COMPENSATION PLANS FOR TOP EXECUTIVES. THE SURVEY INCLUDED ANALYSIS ON ALL UPPER MANAGEMENT POSITIONS, INCLUDING CEO, CFO, MANAGER OF CONSERVATION, MANAGER OF DEVELOPMENT, MANAGER OF FUNDRAISING, IT MANAGER, HR MANAGER, AND COMMUNICATIONS MANAGER. THE PERSONNEL POLICY COMMITTEE REVIEWED THE RESULTS AND THE SURVEY IS DOCUMENTED IN THE MINUTES TO THE MEETING. THE PERSONNEL POLICY COMMITTEE MAKES RECOMMENDATIONS TO THE BOARD OF DIRECTORS REGARDING SALARY AND BENEFITS.

OFFICER ELECTION PROCESS

PART VI, 6 AND 7A

DUCKS UNLIMITED, INC. IS A MEMBERSHIP ORGANIZATION. THE OFFICERS OF THE CORPORATION, OTHER THAN THE CHIEF EXECUTIVE OFFICER AND EXECUTIVE SECRETARY, SHALL BE ELECTED FROM THE MEMBERS OF THE CORPORATION. ONLY THOSE INDIVIDUALS THAT ARE CURRENT MEMBERS OF THE CORPORATION SHALL BE ELIGIBLE TO SERVE AS AN OFFICER. THE AFFAIRS OF THE CORPORATION ARE MANAGED BY ITS BOARD OF DIRECTORS. UPON DISSOLUTION OR WINDING UP OF THE CORPORATION, ITS ASSETS REMAINING AFTER PAYMENT, OR PROVISION FOR PAYMENT, OF ALL DEBTS AND LIABILITIES OF THIS CORPORATION SHALL BE DISTRIBUTED TO A

Name of the organization DUCKS UNLIMITED GROUP RETURN	Employer identification number 91-2009004
--	--

ATTACHMENT 1 (CONT'D)

NONPROFIT FUND, FOUNDATION OR CORPORATION WHICH IS ORGANIZED AND OPERATED
FOR CHARITABLE PURPOSES AND WHICH HAS ESTABLISHED ITS TAX EXEMPT STATUS
UNDER SECTION 501©(3) OF THE IRS CODE.

PUBLIC AVAILABILITY OF DOCUMENTS AND POLICIES

PART VI, 19

DUCKS UNLIMITED, INC. MAKES ITS' CONSOLIDATED FINANCIAL STATEMENTS,
GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICY AVAILABLE TO THE
PUBLIC ON ITS' WEB SITE (DUCKS.ORG).

ATTACHMENT 2

SCHEDULE G, PART III-STATES IN WHICH ORG. OPERATES GAMING ACTIVITIES

AK, AZ, AR, CA, CO, CT, DE, GA, ID, IL, IN,
IA, KY, LA, ME, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, TN, TX, VT, VA, WA, WV, WI, WY,

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2009

**Open to Public
Inspection**

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

▶ **Attach to Form 990.**

▶ **See separate instructions.**

Name of the organization

DUCKS UNLIMITED GROUP RETURN

Employer identification number

91-2009004

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

(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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
WETLANDS AMERICA TRUST, INC. 36-3330394 ONE WATERFOWL WAY MEMPHIS, TN 38120	CONSERVATION	DC	501 (C) (3)	11A	DUI

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

Schedule R (Form 990) 2009

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

(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, unrelated, excluded from tax under sections 512-514)	(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 (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(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 (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

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

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

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1) DUCKS UNLIMITED, INC.	1B	29,186,432.
(2)		
(3)		
(4)		
(5)		
(6)		

