

Return of Organization Exempt From Income Tax

2006

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

A For the 2006 calendar year, or tax year beginning 07/01, 2006, and ending 06/30/2007

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization <u>DUCKS UNLIMITED, INC.</u>	D Employer identification number <u>13-5643799</u>
	Please use IRS label or print or type. See Specific Instructions. Number and street (or P.O. box if mail is not delivered to street address) Room/suite <u>ONE WATERFOWL WAY</u>	E Telephone number <u>(901) 758-3825</u>
	City or town, state or country, and ZIP + 4 <u>MEMPHIS, TN 38120</u>	F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) <input type="checkbox"/>

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

H and I are not applicable to section 527 organizations.

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

H(b) If "Yes," enter number of affiliates

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

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

I Group Exemption Number

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

G Website: WWW.DUCKS.ORG

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

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

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 144,615,352.

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

1 Contributions, gifts, grants, and similar amounts received:				
a	Contributions to donor advised funds	1a		
b	Direct public support (not included on line 1a)	1b	<u>77,332,068.</u>	
c	Indirect public support (not included on line 1a)	1c		
d	Government contributions (grants) (not included on line 1a)	1d	<u>58,181,711.</u>	
e	Total (add lines 1a through 1d) (cash \$ <u>135,129,915.</u> noncash \$ <u>383,864.</u>)	1e		<u>135,513,779.</u>
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		
3	Membership dues and assessments	3		
4	Interest on savings and temporary cash investments	4		<u>217,595.</u>
5	Dividends and interest from securities	5		
6 a	Gross rents	6a		
b	Less: rental expenses	6b		
c	Net rental income or (loss). Subtract line 6b from line 6a	6c		
7	Other investment income (describe <input type="checkbox"/>)	7		
8 a	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
		8a	<u>14,080.</u>	
b	Less: cost or other basis and sales expenses	8b	<u>24,243.</u>	
c	Gain or (loss) (attach schedule)	8c	<u>-10,163.</u>	
d	Net gain or (loss). Combine line 8c, columns (A) and (B)	8d		<u>-10,163.</u>
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>			
a	Gross revenue (not including \$ _____ of contributions reported on line 1b)	9a		
b	Less: direct expenses other than fundraising expenses	9b		
c	Net income or (loss) from special events. Subtract line 9b from line 9a	9c		
10 a	Gross sales of inventory, less returns and allowances	10a		
b	Less: cost of goods sold	10b		
c	Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c		
11	Other revenue (from Part VII, line 103)	11		<u>8,869,898.</u>
12	Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12		<u>144,591,109.</u>
Expenses	13 Program services (from line 44, column (B))	13		<u>111,691,214.</u>
	14 Management and general (from line 44, column (C))	14		<u>4,191,986.</u>
	15 Fundraising (from line 44, column (D))	15		<u>23,721,192.</u>
	16 Payments to affiliates (attach schedule)	16		<u>NONE</u>
	17 Total expenses. Add lines 16 and 44, column (A)	17		<u>139,604,392.</u>
Net Assets	18 Excess or (deficit) for the year. Subtract line 17 from line 12	18		<u>4,986,717.</u>
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		<u>54,183,993.</u>
	20 Other changes in net assets or fund balances (attach explanation) <u>STMT 1</u> <u>STMT 2</u>	20		<u>-10,168,697.</u>
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21		<u>49,002,013.</u>

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

• If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time. You must file original and one copy.

Name of Exempt Organization: DUCKS UNLIMITED, INC.
Employer identification number: 13-5643799
Number, street, and room or suite no.: ONE WATERFOWL WAY
City, town or post office, state, and ZIP code: MEMPHIS, TN 38120

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

Form 990 (checked), Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), Form 990-T (trust other than above), Form 1041-A, Form 4720, Form 5227, Form 6069, Form 8870

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

The books are in the care of RANDY L. GRAVES
Telephone No. 901 758.3825 FAX No.
If the organization does not have an office or place of business in the United States, check this box.
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN).

I request an additional 3-month extension of time until 05/15, 2008
For calendar year, or other tax year beginning 07/01, 2006 and ending 06/30, 2007
If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period
State in detail why you need the extension: INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

Table with 3 rows: 8a (tentative tax, less any nonrefundable credits), 8b (refundable credits and estimated tax payments made), 8c (Balance Due). All amounts are \$0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature: [Handwritten Signature] Title: CPA Date: 2/14/08

Notice to Applicant. (To Be Completed by the IRS)

- We have approved this application. Please attach this form to the organization's return.
We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
Other

Director By: Date

Alternate Mailing Address. Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Name: KPMG LLP
Number and street (include suite, room, or apt. no.) or a P.O. box number: 50 NORTH FRONT STREET, SUITE 900
City or town, province or state, and country (including postal or ZIP code): MEMPHIS, TN 38103

Part II Statement of Functional Expenses

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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a	Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b	Other grants and allocations (attach schedule) (cash \$ <u>8,848,254</u> noncash \$ <u>2,299,397</u>) If this amount includes foreign grants, check here <input checked="" type="checkbox"/>	11,147,651.	11,147,651.		
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25a	Compensation of current officers, directors, key employees, etc. listed in Part V-A (attach schedule)	587,889.		587,889.	
25b	Compensation of former officers, directors, key employees, etc. listed in Part V-B (attach schedule)	84,797.		84,797.	
25c	Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)				
26	Salaries and wages of employees not included on lines 25a, b, and c	33,010,560.	22,711,208.	1,682,810.	8,449,387.
27	Pension plan contributions not included on lines 25a, b, and c	4,308,150.	2,897,962.	289,373.	1,101,437.
28	Employee benefits not included on lines 25a - 27	5,252,137.	3,556,461.	56,239.	1,586,480.
29	Payroll taxes	2,557,225.	1,750,722.	149,657.	643,716.
30	Professional fundraising fees				
31	Accounting fees	205,526.		205,526.	
32	Legal fees	196,217.	3,606.	71,218.	8,450.
33	Supplies	868,460.	494,234.	60,465.	374,130.
34	Telephone	1,142,950.	681,099.	24,581.	276,420.
35	Postage and shipping	5,508,636.	1,907,171.	39,610.	3,547,267.
36	Occupancy	1,024,861.	1,082,184.	220,302.	644,943.
37	Equipment rental and maintenance	1,025,123.	584,315.	42,710.	281,888.
38	Printing and publications	2,298,283.	1,930,602.	74,536.	278,052.
39	Travel	3,918,487.	1,833,049.	202,510.	1,870,969.
40	Conferences, conventions, and meetings	33,299.	36,928.		7,946.
41	Interest	47,495.		47,495.	
42	Depreciation, depletion, etc. (attach schedule)	1,969,200.	1,495,452.	46,186.	188,988.
43	Other expenses not covered above (itemize):				
43a	STMT 4	64,417,446.	59,578,570.	306,082.	4,461,119.
43b					
43c					
43d					
43e					
43f					
43g					
44	Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	139,604,392.	111,691,214.	4,191,986.	23,721,192.

Joint Costs. Check if you are following SOP 98-2.
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ 18,192,000. ; (ii) the amount allocated to Program services \$ 7,277,000. ;
 (iii) the amount allocated to Management and general \$ NONE ; and (iv) the amount allocated to Fundraising \$ 10,915,000.

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

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

What is the organization's primary exempt purpose? SEE STATEMENT 5 All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a <u>DUCKS UNLIMITED SUPPORTS THE LIFE CYCLE OF WATERFOWL IN NORTH AMERICA BY DEVELOPING, PRESERVING, RESTORING AND MAINTAINING WATERFOWL HABITAT. DIRECT ALLOCATIONS ARE MADE TO AFFILIATED ORGANIZATIONS-DUCKS UNLIMITED CANADA (10,706,202) AND DU MEXICO (441,449).</u> (Grants and allocations \$ <u>11,147,651.</u>) If this amount includes foreign grants, check here <input checked="" type="checkbox"/>	93,188,437.
b <u>EDUCATING THE PUBLIC ABOUT WETLANDS AND WATERFOWL MANAGEMENT IS A CRITICAL COMPONENT OF SUSTAINING THE LIFE CYCLE NEEDS OF MIGRATORY WATERFOWL. ACTIVITIES INCLUDE WETLANDS DEMONSTRATIONS, EDUCATIONAL LITERATURE, INTERPRETIVE CENTER, YOUTH PROGRAMS AND OUTDOOR CONSERVATION EXHIBITS.</u> (Grants and allocations \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	14,441,385.
c <u>DUCKS UNLIMITED PROVIDES MEMBER SERVICES TO APPROXIMATELY 700,000 MEMBERS THROUGH EDUCATIONAL MEMBERSHIP MATERIALS, DUCKS UNLIMITED MAGAZINE, CONSERVATION BROCHURES AND EDUCATIONAL COMPONENTS OF FUND RAISING EVENTS.</u> (Grants and allocations \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	3,237,112.
d <u>DU MAINTAINS A PUBLIC POLICY PRESENCE IN WASHINGTON, DC BECAUSE OF CRITICAL IMPORTANCE OF PUBLIC POLICY TO MAINTAINING WETLANDS AND ECOSYSTEMS TO SUPPORT MIGRATORY WATERFOWL. DU WORKS CLOSELY WITH THE US FISH AND WILDLIFE SERVICE, AS WELL AS OTHER GOVERNMENT AGENCIES IN DELIVERING CONSERVATION PROGRAMS.</u> (Grants and allocations \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	824,280.
e Other program services (attach schedule) (Grants and allocations \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	111,691,214.

Part IV Balance Sheets (See the instructions.)

				(A)		(B)
				Beginning of year		End of year
Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.						
Assets	45 Cash - non-interest-bearing			469,414.	45	539,819.
	46 Savings and temporary cash investments			9,233,256.	46	8,456,209.
	47a Accounts receivable	47a	4,885,675.			
	b Less: allowance for doubtful accounts	47b	83,559.	3,255,013.	47c	4,802,116.
	48a Pledges receivable	48a	39,021,758.			
	b Less: allowance for doubtful accounts	48b	9,025,050.	26,683,000.	48c	29,996,708.
	49 Grants receivable			24,722,828.	49	23,433,622.
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)				50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)				50b	
	51a Other notes and loans receivable (attach schedule)	51a				
	b Less: allowance for doubtful accounts	51b			51c	
	52 Inventories for sale or use			3,230,358.	52	5,608,092.
	53 Prepaid expenses and deferred charges			4,717,868.	53	785,846.
	54a Investments - publicly-traded securities STMT 6 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV			2,193,055.	54a	2,519,564.
	b Investments - other securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV				54b	
	55a Investments - land, buildings, and equipment: basis	55a	201,041.			
	b Less: accumulated depreciation (attach schedule)	55b			55c	201,041.
	56 Investments - other (attach schedule)				56	
	57a Land, buildings, and equipment: basis	57a	28,860,563.			
b Less: accumulated depreciation (attach schedule)	57b	17,996,391.	10,991,882.	57c	10,864,172.	
58 Other assets, including program-related investments (describe STMT 7)			894,883.	58	1,278,747.	
59 Total assets (must equal line 74). Add lines 45 through 58			86,391,557.	59	88,485,936.	
Liabilities	60 Accounts payable and accrued expenses			10,373,649.	60	14,780,517.
	61 Grants payable				61	
	62 Deferred revenue			8,237.	62	NONE
	63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64a Tax-exempt bond liabilities (attach schedule)				64a	
	b Mortgages and other notes payable (attach schedule) STMT 8			5,276,462.	64b	4,716,785.
	65 Other liabilities (describe STMT 10)			16,549,216.	65	19,986,621.
66 Total liabilities. Add lines 60 through 65			32,207,564.	66	39,483,923.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.					
	67 Unrestricted			-5,388,041.	67	-7,800,543.
	68 Temporarily restricted			58,838,709.	68	55,817,461.
	69 Permanently restricted			733,325.	69	985,095.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.					
	70 Capital stock, trust principal, or current funds				70	
	71 Paid-in or capital surplus, or land, building, and equipment fund				71	
	72 Retained earnings, endowment, accumulated income, or other funds				72	
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)			54,183,993.	73	49,002,013.	
74 Total liabilities and net assets/fund balances. Add lines 66 and 73			86,391,557.	74	88,485,936.	

Part VI Other Information (continued)

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
	b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	N/A
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		N/A
85a	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		N/A
85b	b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		N/A
85c	c Dues, assessments, and similar amounts from members		N/A
85d	d Section 162(e) lobbying and political expenditures		N/A
85e	e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		N/A
85f	f Taxable amount of lobbying and political expenditures (line 85d less 85e)		N/A
85g	g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		N/A
85h	h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		N/A
86a	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12		N/A
86b	b Gross receipts, included on line 12, for public use of club facilities		N/A
87a	501(c)(12) orgs. Enter: a Gross income from members or shareholders		N/A
87b	b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		N/A
88a	88b At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
88b	b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 NONE; section 4912 NONE; section 4955 NONE		
89b	b 501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
	c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		NONE
	d Enter: Amount of tax on line 89c, above, reimbursed by the organization		NONE
89e	e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
89f	f All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
89g	g For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
90a	List the states with which a copy of this return is filed	SEE STATEMENT 25	
90b	b Number of employees employed in the pay period that includes March 12, 2006 (See instructions.)	553	
91a	The books are in care of	RANDY L. GRAVES Telephone no. 901.758.3825	
	Located at	ONE WATERFOWL WAY MEMPHIS, TN ZIP + 4 38120	
81b	b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		

Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c X
 If "Yes," enter the name of the foreign country ▶ _____
 92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 | NONE

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

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	217,595.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-10,163.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a _____					
b <u>ADVERTISING</u>	511120	3,265,086.			164,543.
c <u>ROYALTIES</u>	541800	30,000.	15	5,400,066.	
d <u>MEMBER LIST RENTAL</u>			15	2,775.	
e <u>MISCELLANEOUS</u>			03	7,428.	
104 Subtotal (add columns (B), (D), and (E))		3,295,086.		5,617,701.	164,543.
105 Total (add line 104, columns (B), (D), and (E)) ▶					9,077,330.

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

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

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
103	IN HOUSE ADVERTISING FOR THE PURPOSE OF PROMOTING DUCKS UNLIMITED EXEMPT ACTIVITIES TO MEMBERS.

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

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

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

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes X No
 (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes X No
 Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

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

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

	Yes	No
		X

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

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

	Yes	No
		X

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

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

	Yes	No
		N/A

Please Sign Here

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

▶ Signature of officer _____ Date _____

▶ Type or print name and title _____

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶ <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. X) P00524888
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	EIN ▶		13-5565207
KPMG LLP 50 NORTH FRONT STREET, SUITE 900 MEMPHIS, TN 38103		Phone no. ▶	901-523-3131

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

OMB No. 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

2006

Department of the Treasury
Internal Revenue Service

Supplementary Information - (See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

Employer identification number

DUCKS UNLIMITED, INC.

13-5643799

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 2 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
<u>W. ALAN WENTZ</u> <u>MEMPHIS, TN</u>	SENIOR GROUP MANAGER 40.00	210,855.	26,149.	NONE
<u>JAMES YOUNG</u> <u>MEMPHIS, TN</u>	GROUP MANAGER-FUND 40.00	176,771.	21,660.	NONE
<u>DAN THIEL</u> <u>MEMPHIS, TN</u>	GROUP MGR-DEVELOPMEN 40.00	154,500.	17,530.	NONE
<u>JAMES BOYD</u> <u>MEMPHIS, TN</u>	GROUP-MGR INFO SRVC. 40.00	151,135.	20,801.	NONE
<u>JEFFERY NELSON</u> <u>BISMARCK, ND</u>	GROUP MGR-PLAINS 40.00	146,874.	20,615.	NONE
Total number of other employees paid over \$50,000 . . . ▶		330		

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>SEE STATEMENT 26</u>		
Total number of others receiving over \$50,000 for professional services ▶		17

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>SEE STATEMENT 27</u>		
Total number of other contractors receiving over \$50,000 for other services ▶		1142

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

Schedule A (Form 990 or 990-EZ) 2006

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

Table with 3 columns: Question, Yes, No. Contains questions 1 through 4g regarding lobbying activities, grants, and donor advised funds.

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

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

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

Provide the following information about the supported organizations. (See page 7 of the instructions.)

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

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 of the instructions.)

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

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

Table with 6 columns: Calendar year (or fiscal year beginning in), (a) 2005, (b) 2004, (c) 2003, (d) 2002, (e) Total. Rows include: 15 Gifts, grants, and contributions received; 16 Membership fees received; 17 Gross receipts from admissions, merchandise sold or services performed; 18 Gross income from interest, dividends; 19 Net income from unrelated business activities; 20 Tax revenues levied; 21 Value of services or facilities furnished; 22 Other income; 23 Total of lines 15 through 22; 24 Line 23 minus line 17; 25 Enter 1% of line 23.

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24; b Prepare a list for your records to show the name of and amount contributed by each person; c Total support for section 509(a)(1) test; d Add: Amounts from column (e) for lines: 18 525,426, 19, 22 37,733,061, 26b; e Public support (line 26c minus line 26d total); f Public support percentage (line 26e (numerator) divided by line 26c (denominator)).

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: NOT APPLICABLE; b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year.

c Add: Amounts from column (e) for lines: 15, 16, 17, 20, 21; d Add: Line 27a total and line 27b total; e Public support (line 27c total minus line 27d total); f Total support for section 509(a)(2) test: Enter amount from line 23, column (e); g Public support percentage (line 27e (numerator) divided by line 27f (denominator)); h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)).

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

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

NOT APPLICABLE

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

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

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions.)

(To be completed **ONLY** by an eligible organization that filed Form 5768) **NOT APPLICABLE**

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

Limits on Lobbying Expenditures

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

		(a) Affiliated group totals	(b) To be completed for all electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -		
	Not over \$500,000 20% of the amount on line 40	41	
	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		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

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

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.)

See the instructions for lines 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures				
48	Grassroots nontaxable amount				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures				

Part VI-B Lobbying Activity by Nonelecting Public Charities

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

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
a Volunteers	X		
b Paid staff or management (Include compensation in expenses reported on lines c through h.)	X		
c Media advertisements		X	
d Mailings to members, legislators, or the public	X		11,926.
e Publications, or published or broadcast statements	X		220,014.
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body	X		341,275.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			573,215.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities. **STMT 31**

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 13 of the instructions.)

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

Table with columns: Question, Yes, No. Rows include: Transfers from the reporting organization to a noncharitable exempt organization of: (i) Cash, (ii) Other assets; Other transactions: (i) Sales or exchanges of assets with a noncharitable exempt organization, (ii) Purchases of assets from a noncharitable exempt organization, (iii) Rental of facilities, equipment, or other assets, (iv) Reimbursement arrangements, (v) Loans or loan guarantees, (vi) Performance of services or membership or fundraising solicitations; Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

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

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

b If "Yes," complete the following schedule:

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

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

DESCRIPTION -----	AMOUNT -----
MAJOR CONSERVATION GIFTS	35,184,291.
HABITAT REIMBURSEMENTS	2,463,128.
OTHER REVENUES - EVENTS	-326,420.
CHARITABLE GIFT ANNUITY	-52,774.
STRATEGIC CONSERVATION INITIATIVE FUND	360,961.
PENSION PLAN LIABILTY ADJUSTMENT	-7,673,334.
RESTRICTED MAJOR CONSERVATION GIFTS	251,770.
UNREALIZED GAINS ON INVESTMENTS	
CARRIED AT MARKET VALUE	274,115.

TOTAL	30,481,737.
	=====

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

DESCRIPTION -----	AMOUNT -----
PROGRAM RESTRICTIONS	26,478,742.
EXPIRATION OF TIME RESTRICTIONS	14,171,692.

TOTAL	40,650,434.
	=====

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

GRANTS PAID

DUCKS UNLIMITED CANADA

10,706,202.

DUCKS UNLIMITED MEXICO/LATIN AMERICA

441,449.

TOTAL CONTRIBUTIONS PAID

11,147,651.

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
ADVERTISING	853,419.	131,666.	3,270.	718,483.
CONTRACT SERVICES	6,103,360.	2,496,225.	66,800.	3,406,900.
EQUIPMENT PURCHASES	261,334.	160,817.	8,213.	30,693.
INSURANCE	-220,061.	219,092.	25,991.	88,468.
MISCELLANEOUS	976,426.	584,359.	180,688.	201,571.
OTHER PROFESSIONAL FEES	726,425.	283,397.	12,752.	9,843.
TAXES & LICENSES	65,109.	52,426.	8,368.	4,315.
HABITAT DEVELOPMENT	55,651,434.	55,650,588.		846.
TOTALS	64,417,446.	59,578,570.	306,082.	4,461,119.

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

THE MISSION OF DUCK'S UNLIMITED IS TO CONSERVE, RESTORE AND MANAGE WETLANDS AND ASSOCIATED HABITATS FOR NORTH AMERICA'S WATERFOWL. THESE HABITATS ALSO BENEFIT OTHER WILDLIFE AND PEOPLE. SINCE ITS FOUNDING IN 1937, DU HAS RAISED OVER \$2.6 BILLION, WHICH HAS CONTRIBUTED TO THE CONSERVATION OF NEARLY 12 MILLION ACRES OF PRIME WILDLIFE HABITAT IN ALL FIFTY STATES, EACH OF THE CANADIAN PROVINCES AND IN KEY AREAS OF MEXICO.

FORM 990, PART IV - INVESTMENTS - PUBLICLY TRADED SECURITIES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	COST OR FMV -----
CERTIFICATES OF DEPOSIT	52,795.	FMV
US TREASURY OBLIGATIONS	621,102.	FMV
MARKETABLE SECURITIES	1,793,796.	FMV
CORPORATE NOTES AND BONDS		FMV
MONEY MARKET FUNDS	51,871.	FMV

TOTALS	2,519,564.	
	=====	

FORM 990, PART IV - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
TANGIBLE GIFTS	1,278,747.
TOTALS	----- 1,278,747. =====

FORM 990, PART IV - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: COUNTY LINE INVESTORS, LLC
ORIGINAL AMOUNT: 3,000,000.
INTEREST RATE: 8.250000
DATE OF NOTE: 03/01/2005
MATURITY DATE: 03/01/2008
REPAYMENT TERMS: PAYABLE IN FULL UPON MATURITY
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: EASEMENT PURCHASE
DESCRIPTION AND FMV OF CONSIDERATION: CASH - \$3,000,000

BEGINNING BALANCE DUE 1,891,138.
ENDING BALANCE DUE 2,000,000.

LENDER: GAYLORD AND DOROTHY DONNELLY FOUNDATION
ORIGINAL AMOUNT: 1,400,000.
DATE OF NOTE: 05/24/2007
MATURITY DATE: 12/31/2007
REPAYMENT TERMS: PAYABLE IN FULL ON DEMAND AFTER 12/31/2007
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: EASEMENT PURCHASE
DESCRIPTION AND FMV OF CONSIDERATION: CASH - \$1,400,000

BEGINNING BALANCE DUE 2,500,000.
ENDING BALANCE DUE 1,400,000.

LENDER: COASTAL COMMUNITY FOUNDATION
ORIGINAL AMOUNT: 800,000.
INTEREST RATE: 2.500000
DATE OF NOTE: 05/15/2007
MATURITY DATE: 06/30/2008
REPAYMENT TERMS: PAYABLE IN FULL ON MATURITY DATE
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: EASEMENT PURCHASE
DESCRIPTION AND FMV OF CONSIDERATION: CASH - \$800,000

BEGINNING BALANCE DUE NONE
ENDING BALANCE DUE 800,000.

LENDER: STARION BANK
ORIGINAL AMOUNT: 1,350,000.
INTEREST RATE: 8.730000
DATE OF NOTE: 05/15/2000
MATURITY DATE: 05/18/2010
REPAYMENT TERMS: MONTHLY ON 10 YEAR STRAIGHTLINE AMORTIZATION
SECURITY PROVIDED: OFFICE BUILDING - BISMARCK, ND
PURPOSE OF LOAN: ACQUIRE OFFICE BUILDING
DESCRIPTION AND FMV OF CONSIDERATION: CASH - \$1,350,000

BEGINNING BALANCE DUE	667,869.
ENDING BALANCE DUE	516,785.

LENDER: GPRO CRAT

BEGINNING BALANCE DUE	217,455.
ENDING BALANCE DUE	NONE

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	5,276,462.
	=====

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	4,716,785.
	=====

FORM 990, PART IV - OTHER LIABILITIES

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
COMPENSATION RELATED ACCRUALS	19,321,680.
CHARITABLE GIFT ANNUITY	459,036.
CHARITABLE REMAINDER TRUST	205,905.
TOTALS	----- 19,986,621. =====

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

DESCRIPTION -----	AMOUNT -----
ADVERTISING COMMISSIONS	579,486.

TOTAL	579,486.
	=====

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

DESCRIPTION -----	AMOUNT -----
ADVERTISING COMMISSIONS	579,486.

TOTAL	579,486.
	=====

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES HULBERT ONE WATERFOWL WAY MEMPHIS, TN 38120	CHAIRMAN/VOLUNTEER 10.00	NONE	NONE	NONE
DON A YOUNG ONE WATERFOWL WAY MEMPHIS, TN 38120	EXECUTIVE VICE PRESIDENT 40.00	268,891.	22,797.	NONE
BRUCE LEWIS ONE WATERFOWL WAY MEMPHIS, TN 38120	PRESIDENT/VOLUNTEER 10.00	NONE	NONE	NONE
RANDY L GRAVES ONE WATERFOWL WAY MEMPHIS, TN 38120	CFO/ASSISTANT TREASURER 40.00	207,731.	24,641.	NONE
STEPHEN C REYNOLDS ONE WATERFOWL WAY MEMPHIS, TN 38120	SECRETARY/VOLUNTEER 10.00	NONE	NONE	NONE
JOHN W NEWMAN ONE WATERFOWL WAY MEMPHIS, TN 38120	TREASURER 10.00	NONE	NONE	NONE
JAMES C WEST	EXECUTIVE SECRETARY 40.00	111,267.	19,499.	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ONE WATERFOWL WAY MEMPHIS, TN 38120	1ST VICE PRESIDENT/VOLUNTEER 10.00	NONE	NONE	NONE
BENJAMIN K CAMPBELL ONE WATERFOWL WAY MEMPHIS, TN 38120	ASSISSTANT TREASURER	NONE	NONE	NONE
STANLEY C HUNER ONE WATERFOWL WAY MEMPHIS, TN 38120	ASST. TREASURER	NONE	NONE	NONE
RICHARD S JOHNSON ONE WATERFOWL WAY MEMPHIS, TN 38120	ASST. TREASURER	NONE	NONE	NONE
PETER KINGMAN ONE WATERFOWL WAY MEMPHIS, TN 38120	ASST. TREASURER	NONE	NONE	NONE
WILLIAM ANSELL ONE WATERFOWL WAY MEMPHIS, TN 38120	ASST. TREASURER	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES R SOWERS ONE WATERFOWL WAY MEMPHIS, TN 38120	ASST. TREASURER	NONE	NONE	NONE
JAMES C KENNEDY ONE WATERFOWL WAY MEMPHIS, TN 38120	PRES., WETLANDS AMERICA TRUST	NONE	NONE	NONE
MIKE PANOS ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, GREAT LAKES/ATLANTIC	NONE	NONE	NONE
LON KNOEDLER ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, GREAT LAKES REGION	NONE	NONE	NONE
JACK MOSS ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, SOUTHERN MS REGION	NONE	NONE	NONE
LUKE LABORDE ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, SOUTH EASTERN REGION	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PAUL RALSTIN ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, GREAT PLAINS REGION	NONE	NONE	NONE
STEVE DEY ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, GREAT PLAINS REGION	NONE	NONE	NONE
KEN DURDAHL ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, GREAT PLAINS REGION	NONE	NONE	NONE
STEVE MARASOVICH JR ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, SOUTHERN/CENTRAL REGION	NONE	NONE	NONE
THOMAS H JONES ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, NORTH PACIFIC REGION	NONE	NONE	NONE
DOUG BURCH ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, CENTRAL REGION	NONE	NONE	NONE
ROBERT BERG	SR. VP, CONSERVATION PROGRAMS	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ONE WATERFOWL WAY MEMPHIS, TN 38120				
A KEL LONG III ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, DEVELOPMENT	NONE	NONE	NONE
ROGERS HOYT JR ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP EVENT MGMT/NATNL EVENTS	NONE	NONE	NONE
DOUG SCHOENROCK ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, CORPORATE RELATIONS	NONE	NONE	NONE
JARED BROWN ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, MARKETING/COMMUNICATION	NONE	NONE	NONE
SANDRA BEITZEL ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, MEMBERSHIP	NONE	NONE	NONE
JOHN R POPE ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, GROWTH & INNOVATIONS	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CARLA HOPP ONE WATERFOWL WAY MEMPHIS, TN 38120	SR. VP, YOUTH & EDUCATION	NONE	NONE	NONE
PAUL BONDERSO ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 1	NONE	NONE	NONE
ROY CHRISTOPHERSON ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 1	NONE	NONE	NONE
BRUCE POSEY ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 2	NONE	NONE	NONE
RICK BERG ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 3	NONE	NONE	NONE
BILL TOWNSEND ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 4	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BRUCE DEADMAN ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 5	NONE	NONE	NONE
KEITH HELLAND ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 6	NONE	NONE	NONE
H J ELIZONDO ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 7	NONE	NONE	NONE
B J FOSTER ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 8	NONE	NONE	NONE
JOHN CUSHMAN ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 9	NONE	NONE	NONE
PETER T MACGAFFIN ONE WATERFOWL WAY MEMPHIS, TN 38120	REGIONAL VP, REGION 9	NONE	NONE	NONE
MONTY LEWIS	REGIONAL VP, REGION 10	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ONE WATERFOWL WAY MEMPHIS, TN 38120				
BILL ALDINGER ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
RON BARTELS ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
MIKE BERGE ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
BRAD BILLINGSLEY ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
GARY BURRUS JR ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
DAVID BLAKEMORE ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE

DUCKS UNLIMITED, INC.

13-5643799

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEVE COOK ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
JIMMY FLYNN ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
TERRY FUCHS ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
LLOYD GOODE ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
GENE M HENRY ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
ALLAN HOPP ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES KONKEL ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
L J MAYEUX JR MD ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
RONAL ROBERSON ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
CLAY ROGERS ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
KYLE SWANSON ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
NORA TAYLOR ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
JULIUS WALL	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ONE WATERFOWL WAY MEMPHIS, TN 38120				
STEPHEN WHATLEY ONE WATERFOWL WAY MEMPHIS, TN 38120	AT-LARGE MBR BOARD OF DIRECTOR	NONE	NONE	NONE
JOHN TOMKE ONE WATERFOWL WAY MEMPHIS, TN 38120	PRESIDENT, DUMAC	NONE	NONE	NONE
C NEIL DOWNEY ONE WATERFOWL WAY MEMPHIS, TN 38120	DIRECTOR	NONE	NONE	NONE
PETER D CARTON ONE WATERFOWL WAY MEMPHIS, TN 38120	DIRECTOR	NONE	NONE	NONE
GRAND TOTALS		587,889.	66,937.	NONE

DUCKS UNLIMITED, INC.

13-5643799

FORM 990, PART V-B - FORMER OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	LOANS AND ADVANCES	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MATTHEW B CONNOLLY ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE	62,170.	NONE	NONE
DALE WHITESELL ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE	22,627.	NONE	NONE
GRAND TOTALS	NONE	84,797.	NONE	NONE

FORM 990, PART VI, LINE 90A - STATES

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AL, AZ, CA, CO, CT, DC, GA,
IL, IN, IA, KS, LA, ME, MD, MA, MI, MN, MS, NH, NJ, NM,
NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

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

ADECCO EMPLOYMENT SERVICES DEPT. CH 14091 PLATINE, IL 60055	ENGINEERS/BIOLOGISTS	190,780.
PRICewaterHOUSE COOPERS P.O. BOX 75647 CHICAGO, IL 60675	ACCOUNTING/AUDIT	128,276.
HEWITT ASSOCIATES LLC P.O. BOX 95135 CHICAGO, IL 60694	ACTUARIAL	116,678.
JONES AND STOKES ASSOCIATES INC DEPT 33437 SAN FRANSICO, CA 94139	ENGINEERING	100,020.
CORESOURCE INC 100 WASHINGTON AVENUE SOUTH MINNEAPOLIS, MN 55401	INSURANCE MGMT.	95,241.
	TOTAL COMPENSATION	----- 630,995. =====

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

GHILOTTI BROS AND COOPER CRANE JV P.O. BOX 2540 NOVATO, CA 94948	HABITAT CONSTRUCTION	4,284,278.
MOORE WALLACE 3075 HIGHLAND PARKWAY, SUITE 400 DOWNERS GROVE, IL 60515	RESPONSE MKTG SRVCS	2,717,673.
UNITED PARCEL SERVICES LOCK BOX 577 CAROL STREAMS, IL 60132	DELIVERY SERVICES	1,490,645.
APAC-KANSAS INC P.O. BOX 1605 HUTCHINSON, KS 67504	HABITAT CONSTRUCTION	971,140.
COOPER CRANE AND RIGGING INC P.O. BOX 2540 NOVATO, CA 94948	HABITAT CONSTRUCTION	885,877.
	TOTAL COMPENSATION	----- 10,349,613. =====

SCHEDULE A, PART III - EXPLANATION FOR LINE 2A

=====

DUCKS UNLIMITED RETAINS THE OPTION TO DO BUSINESS WITH MEMBERS OF ITS BOARD OF DIRECTORS. ALL SUCH BUSINESS IS CONDUCTED IN THE ORDINARY COURSE OF BUSINESS AT ARMS LENGTH AND IS SUBJECT TO COMPETITIVE BIDDING. THE OTHER MEMBERS OF THE BOARD OF DIRECTORS MUST GIVE THEIR APPROVAL PRIOR TO THE COMMENCEMENT OF BUSINESS WITH ANOTHER BOARD MEMBER. IN ADDITION, ALL BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES MUST REPORT POTENTIAL CONFLICTS OF INTEREST ON AN ANNUAL BASIS TO THE INTERNAL AUDITOR.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D
=====

COMPENSATION IS ONLY PAID TO THOSE OFFICERS WHO ARE ALSO FULL TIME STAFF MEMBERS OF DUCKS UNLIMITED, INC.

SCHEDULE A, PART IV-A - OTHER INCOME

DESCRIPTION	2005	2004	2003	2002	TOTAL
ADVERTISING	3,456,395.	4,030,218.	3,300,846.	3,460,274.	14,247,733.
ROYALTIES	5,976,400.	5,899,339.	5,677,290.	5,702,467.	23,255,496.
ALL OTHER		97,021.	73,842.	58,969.	229,832.
TOTALS	9,432,795.	10,026,578.	9,051,978.	9,221,710.	37,733,061.

SCHEDULE A, PART VI-B - LOBBYING ACTIVITY EXPLANATION
=====

DURING THE YEAR, DUCKS UNLIMITED MAINTAINED AN OFFICE IN WASHINGTON D.C. TO MONITOR PUBLIC POLICY CONCERNING WETLANDS AND RELATED ECOSYSTEMS, TO SUPPORT INCENTIVE BASED WATERFOWL AND OTHER WILDLIFE, AND TO EDUCATE THE LEGISLATIVE AND EXECUTIVE BRANCHES ON THE IMPACT OF PENDING LEGISLATION AND REGULATION CONCERNING THESE AREAS. STAFF MEMBERS CONTACTED LEGISLATORS, GOVERNMENT OFFICIALS, AND OTHERS DIRECTLY AND BY MAIL TO ACCOMPLISH THIS TASK.

Sales of Business Property
 (Also Involuntary Conversions and Recapture Amounts
 Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return. ▶ See separate instructions.

Name(s) shown on return DUCKS UNLIMITED, INC.	Identifying number 13-5643799
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1 Enter the gross proceeds from sales or exchanges reported to you for 2006 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) **1**

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
2 SEE STATEMENT 1						-10,163.

3 Gain, if any, from Form 4684, line 42	3	
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6 Gain, if any, from line 32, from other than casualty or theft	6	
7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:	7	-10,163.

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions)	8	
9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	9	

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

11 Loss, if any, from line 7	11	(10,163.)
12 Gain, if any, from line 7 or amount from line 8, if applicable	12	
13 Gain, if any, from line 31	13	
14 Net gain or (loss) from Form 4684, lines 34 and 41a	14	
15 Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17 Combine lines 10 through 16	17	-10,163.

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:

a If the loss on line 11 includes a loss from Form 4684, line 38, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 27, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 22. Identify as from "Form 4797, line 18a." See instructions

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14

	18a	
	18b	

For Paperwork Reduction Act Notice, see separate instructions. Form **4797** (2006)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

Table with columns for property description, date acquired, date sold, and property-specific data (A, B, C, D) for sections 1245, 1250, 1252, 1254, and 1255.

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

Summary table with lines 30, 31, and 32 for total gains, adjustments, and final gain calculation.

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

Table with columns for (a) Section 179 and (b) Section 280F(b)(2) for lines 33, 34, and 35.

