



2008 Income Tax Returns

DUCKS UNLIMITED INC. GROUP RETURN

Instructions for filing
Ducks Unlimited Inc. Group Return
Form 990 - Exempt Organization
for the period ended June 30, 2009

Signature...

The original return should be signed (using full name and title) and dated by an authorized officer of the organization.

Filing...

The signed return should be filed on or before February 15, 2010 with...

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

Payment of tax...

No payment of tax is required.

To document the timely filing of your tax return(s), we suggest that you obtain and retain proof of mailing. Proof of mailing can be accomplished by sending the tax return(s) by registered or certified mail (metered by the U.S. Postal Service) or through the use of an IRS approved delivery method provided by an IRS designated private delivery service.

Return of Organization Exempt From Income Tax

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

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

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2008 calendar year, or tax year beginning 07/01, 2008, **and ending** 06/30, 2009

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization DUCKS UNLIMITED INC. 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
	E Telephone number (901) 758-3825	G Gross receipts \$ 36,345,754.
	F Name and address of principal officer:	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)
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(c) Group exemption number 9352
J Website: WWW.DUCKS.ORG		L Year of formation: M State of legal domicile:
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: WETLANDS AND WATERFOWL CONSERVATION		
	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	60
	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	NONE
	6 Total number of volunteers (estimate if necessary)	6	58,800
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C) b Net unrelated business taxable income from Form 990-T, line 34	7a 7b	
Revenue	8 Contribution and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	19,741,105.	13,747,031.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		NONE
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		NONE
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	19,741,105.	13,747,031.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	19,741,105.	13,747,031.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		NONE
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	NONE	NONE
	16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses, Part IX, column (D), line 25		NONE
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		NONE
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	19,741,105.	13,747,031.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12.		
	20 Total assets (Part X, line 18)	Beginning of Year	End of Year
	21 Total liabilities (Part X, line 26)	NONE	NONE
22 Net assets or fund balances. Subtract line 21 from line 20.	NONE	NONE	

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: *Randy L. Graves* Date: **2-15-10**
 Type or print name and title: **RANDY L. GRAVES CFO**

Paid Preparer's Use Only
 Preparer's signature: *[Signature]* Date: **2/15/10** Check if self-employed:
 Preparer's identifying number (see instructions): **281-46-6983**
 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 (see instructions)

1 Briefly describe the organization's mission:

SEE STATEMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

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

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

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

4a (Code: _____) (Expenses \$ 13,747,031. including grants of \$ 13,747,031.) (Revenue \$ _____)

DIRECT CONTRIBUTION TO DUCKS UNLIMITED, INC.

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 ▶ \$ 13,747,031. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, question text, and Yes/No response boxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited tax shelter transactions, and contributions.

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

Section A. Governing Body and Management

Table with 11 rows of questions regarding governing body management, including voting members, family relationships, and document retention. Includes 'Yes' and 'No' columns.

Section B. Policies

Table with 12 rows of questions regarding organizational policies such as conflict of interest, whistleblower, and document retention. Includes 'Yes' and 'No' columns.

Section C. Disclosure

Table with 4 rows of disclosure questions, including states where Form 990 is required and public availability of documents. Includes 'Yes' and 'No' columns.

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	13,747,031.				
	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 ▶			13,747,031.			
Program Service Revenue	Business Code						
	2a _____						
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
g Total. Add lines 2a-2f ▶			NONE				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			NONE			
	4 Income from investment of tax-exempt bond proceeds . . . ▶			NONE			
	5 Royalties ▶			NONE			
		(i) Real	(ii) Personal				
	6a Gross Rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶			NONE			
		(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) ▶			NONE			
	8a Gross income from fundraising events (not including \$ <u>13,747,031.</u> of contributions reported on line 1c). See Part IV, line 18. a		STMT 2	18,396,060.			
	b Less: direct expenses b			18,396,060.			
	c Net income or (loss) from fundraising events ▶		STMT. 3 . . .		NONE		
	9a Gross income from gaming activities. See Part IV, line 19. a			4,202,663.			
b Less: direct expenses b			4,202,663.				
c Net income or (loss) from gaming activities ▶		STMT. 4 . . .		NONE			
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. ▶				NONE			
Miscellaneous Revenue			Business Code				
11a _____							
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d ▶				NONE			
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶				13,747,031.			

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 . . .	13,747,031.	13,747,031.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	NONE			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages	NONE			
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	NONE			
9 Other employee benefits	NONE			
10 Payroll taxes	NONE			
11 Fees for services (non-employees):				
a Management	NONE			
b Legal	NONE			
c Accounting	NONE			
d Lobbying	NONE			
e Professional fundraising services. See Part IV, line 17	NONE			
f Investment management fees	NONE			
g Other	NONE			
12 Advertising and promotion	NONE			
13 Office expenses	NONE			
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	NONE			
17 Travel	NONE			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	NONE			
20 Interest	NONE			
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	NONE			
23 Insurance	NONE			
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	13,747,031.	13,747,031.		
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, or other related parties. Complete Part II of Schedule L	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sales or use	8	
	9 Prepaid expenses and deferred charges	9	
	10a Land, buildings, and equipment: cost basis 10a		
	b Less: accumulated depreciation. Complete Part VI of Schedule D. 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)	NONE 16	NONE	
Liabilities	17 Accounts payable and accrued expenses	17	
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow account liability. Complete Part IV of Schedule D	21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable	24	
	25 Other liabilities. Complete Part X of Schedule D	25	
	26 Total liabilities. Add lines 17 through 25	NONE 26	NONE
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	NONE 33	NONE
	34 Total liabilities and net assets/fund balances	NONE 34	NONE

Part XI Financial Statements and Reporting

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

Public Charity Status and Public Support

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

Employer identification number

DUCKS UNLIMITED INC. GROUP RETURN

91-2009004

Part I Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

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

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

Yes	No
	X
 - (ii) A family member of a person described in (i) above? 11g(ii)

Yes	No
	X
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii)

Yes	No
	X
- h Provide the following information about the organizations the organization supports.

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) 100.00%; 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f 100.00%; 16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization [X]; 16b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

Section A. Public Support

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

Section B. Total Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Line Number, Percentage. Rows include: 15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)); 16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line Number, Percentage. Rows include: 17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)); 18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h.

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

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))	
		SEATTLE DINNER <small>(event type)</small>	ALASKA BANQUET <small>(event type)</small>	4,328 <small>(total number)</small>		
Revenue	1	343,978.	175,909.	31,623,204.	32,143,091.	
	2	138,319.	60,403.	13,548,309.	13,747,031.	
	3	205,659.	115,506.	18,074,895.	18,396,060.	
Direct Expenses	4					
	5	58,439.	32,927.	5,059,531.	5,150,897.	
	6	147,220.	78,116.	12,651,906.	12,877,242.	
	7		4,463.	363,458.	367,921.	
	8	Direct expense summary. Add lines 4 through 7 in column (d) ▶				(18,396,060.)
	9	Net income summary. Combine lines 3 and 8 in column (d) ▶				

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))																		
Revenue	1			4,202,663.	4,202,663.																		
	2																						
Direct Expenses	3			4,179,834.	4,179,834.																		
	4																						
	5			22,829.	22,829.																		
	6	<table border="1"> <tr> <td><input type="checkbox"/></td> <td>Yes</td> <td>%</td> </tr> <tr> <td><input type="checkbox"/></td> <td>No</td> <td></td> </tr> </table>	<input type="checkbox"/>	Yes	%	<input type="checkbox"/>	No		<table border="1"> <tr> <td><input type="checkbox"/></td> <td>Yes</td> <td>%</td> </tr> <tr> <td><input type="checkbox"/></td> <td>No</td> <td></td> </tr> </table>	<input type="checkbox"/>	Yes	%	<input type="checkbox"/>	No		<table border="1"> <tr> <td><input checked="" type="checkbox"/></td> <td>Yes</td> <td>100.0000 %</td> </tr> <tr> <td><input type="checkbox"/></td> <td>No</td> <td></td> </tr> </table>	<input checked="" type="checkbox"/>	Yes	100.0000 %	<input type="checkbox"/>	No		
<input type="checkbox"/>	Yes	%																					
<input type="checkbox"/>	No																						
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<input checked="" type="checkbox"/>	Yes	100.0000 %																					
<input type="checkbox"/>	No																						
	7	Direct expense summary. Add lines 2 through 5 in column (d) ▶				(4,202,663.)																	
	8	Net gaming income summary. Combine lines 1 and 7 in column (d) ▶																					

		Yes	No
9	Enter the state(s) in which the organization operates gaming activities: <u>SEE STATEMENT 5</u>		
a	Is the organization licensed to operate gaming activities in each of these states?	X	
b	If "No," Explain: ----- -----		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?		X
b	If "Yes," Explain: ----- -----		
11	Does the organization operate gaming activities with nonmembers?		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?		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 Provide the name and address of the person who prepares the organization's gaming/special event books and records:

Name ▶ BESTY BOLPING

Address ▶ ONE WATERFOWL WAY, MEMPHIS, TN 38120

15a 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:

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ 143,832.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

DUCKS UNLIMITED INC. GROUP RETURN

Employer identification number

91-2009004

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
DUCKS UNLIMITED, INC ONE WATERFOWL WAY	WETLANDS	DC	501 (C) 3	7	N/A

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

Schedule R (Form 990) 2008

Part V Transactions With Related Organizations

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

	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 (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(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) DUCKS UNLIMITED, INC.	1B	13,747,031.
(2)		
(3)		
(4)		
(5)		
(6)		

Name	Title	Avg. Hrs/wk	Individual or Director	Institutional Officer	Key Employee	Highest Compensated Former	D E F		
							Reportable Comp	Comp Related Orgs	Other Comp
Bruce Lewis	President	10	x	x			0	0	0
James Hulbert	Chairman of the Board	5	x	x			0	0	0
Donald Young	Executive Vice President	40	x	x	x		0	0	0
John R. Pope	First Vice President	10	x	x			0	0	0
Stephen Reynolds	Secretary	5	x	x			0	0	0
John Newman	Treasurer	5	x	x			0	0	0
Bill D'Alonzo	Assistant Treasurer	5	x	x			0	0	0
Stanley C. Huner	Assistant Treasurer	5	x	x			0	0	0
Richard S. Johnson	Assistant Treasurer	5	x	x			0	0	0
Peter Kingman	Assistant Treasurer	5	x	x			0	0	0
Bob Hester	Assistant Treasurer	5	x	x			0	0	0
James R. Sowers	Assistant Treasurer	5	x	x			0	0	0
John W. Childs	President, Wetlands America Trust, Inc.	5	x	x			0	0	0
Paul Bonderson	Senior Vice President, Region 1	5	x	x			0	0	0
Bruce Posey	Senior Vice President, Region 2	5	x	x			0	0	0
Ken Durdahl	Senior Vice President, Region 3	5	x	x			0	0	0
Steve Marasovich, Jr.	Senior Vice President, Region 4	5	x	x			0	0	0
Lon Knoedler	Senior Vice President, Region 5	5	x	x			0	0	0
Doug Burch	Senior Vice President, Region 6	5	x	x			0	0	0
Jack Moss	Senior Vice President, Region 7	5	x	x			0	0	0
Jimmy Flynn	Senior Vice President, Region 8	5	x	x			0	0	0
Mike Panos	Senior Vice President, Region 9	5	x	x			0	0	0
George Dunklin, Jr.	Senior Vice President, Conservation Programs	5	x	x			0	0	0
A. Kel Long, III	Senior Vice President, Development	5	x	x			0	0	0
Rogers Hoyt, Jr.	Senior Vice President, Event and Volunteer Management	5	x	x			0	0	0
Doug Schoenrock	Senior Vice President, Corporate Relations	5	x	x			0	0	0
Jared Brown	Senior Vice President, Marketing/Communications	5	x	x			0	0	0
Sandra Beitzel	Senior Vice President, Membership	5	x	x			0	0	0
Carla Hopp	Senior Vice President, Youth & Education	5	x	x			0	0	0
Alan Hopp	Regional Vice President, Region 1	5	x	x			0	0	0
Kyle Swanson	Regional Vice President, Region 1	5	x	x			0	0	0
Brad Billingsly	Regional Vice President, Region 2	5	x	x			0	0	0
Rick Berg	Regional Vice President, Region 3	5	x	x			0	0	0
William C. Ansell	Regional Vice President, Region 4	5	x	x			0	0	0
Rex Schulz	Regional Vice President, Region 5	5	x	x			0	0	0
Keith Helland	Regional Vice President, Region 6	5	x	x			0	0	0
H. J. Elizondo	Regional Vice President, Region 7	5	x	x			0	0	0
Chris Tracy	Regional Vice President, Region 8	5	x	x			0	0	0
John Cushman	Regional Vice President, Region 9	5	x	x			0	0	0
Peter T. MacGaffin	Regional Vice President, Region 9	5	x	x			0	0	0
Lloyd Goode	Regional Vice President, Region 10	5	x	x			0	0	0
Ron Bartels	At-Large Member of the Board of Directors	5	x	x			0	0	0
Mike Benge	At-Large Member of the Board of Directors	5	x	x			0	0	0
David Blakemore	At-Large Member of the Board of Directors	5	x	x			0	0	0
Steve Cook	At-Large Member of the Board of Directors	5	x	x			0	0	0
Peter H. Coors	At-Large Member of the Board of Directors	5	x	x			0	0	0
Bruce B. Deadman	At-Large Member of the Board of Directors	5	x	x			0	0	0
Terry Fuchs	At-Large Member of the Board of Directors	5	x	x			0	0	0
Lyndon Ibele	At-Large Member of the Board of Directors	5	x	x			0	0	0
L.J. Mayeux, Jr. M.D.	At-Large Member of the Board of Directors	5	x	x			0	0	0
Joe Mazon	At-Large Member of the Board of Directors	5	x	x			0	0	0
Kevin O'Donovan	At-Large Member of the Board of Directors	5	x	x			0	0	0
Jim Pike	At-Large Member of the Board of Directors	5	x	x			0	0	0
Dick Riggs	At-Large Member of the Board of Directors	5	x	x			0	0	0
Ronal Roberson	At-Large Member of the Board of Directors	5	x	x			0	0	0
Clay Rogers	At-Large Member of the Board of Directors	5	x	x			0	0	0
John Sampson	At-Large Member of the Board of Directors	5	x	x			0	0	0
Bill Short	At-Large Member of the Board of Directors	5	x	x			0	0	0
Nora Taylor	At-Large Member of the Board of Directors	5	x	x			0	0	0
Julius Wall	At-Large Member of the Board of Directors	5	x	x			0	0	0
Mike Woodward	At-Large Member of the Board of Directors	5	x	x			0	0	0
John Tomke	Ducks Unlimited De Mexico	5	x	x			0	0	0
Peter Carton	Ducks Unlimited Canada	5	x	x			0	0	0
Neil Downey	Ducks Unlimited Canada	5	x	x			0	0	0
Randy L. Graves	Assistant Treasurer	40			x		0	0	0
William A. Wentz	Senior Group Manager	40			x		0	0	0
Daniel P. Thiel	Group Manager	40			x		0	0	0
James C. West	Group Manager	40			x		0	0	0
Kenneth M. Babcock	Sr. Director for Conservation	40				x	0	0	0
James C. Boyd	Group Manager	40				x	0	0	0
Rudolph A. Rosen	Director of Conservation	40				x	0	0	0
Robert D. Mims	Controllor	40				x	0	0	0
Wayne A. Dierks	Group Manager	40				x	0	0	0
James L. Young	Group Manager	0					x	0	0
Matthew B. Connolly	Former Executive Vice President	0					x	0	0
Dale Whitesell	Former Executive Vice President	0					x	0	0

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

DUCKS UNLIMITED CONSERVES, RESTORES, AND MANAGES WETLANDS AND ASSOCIATED HABITATS FOR NORTH AMERICA'S WATERFOWL. THESE HABITATS ALSO BENEFIT OTHER WILDLIFE AND PEOPLE.

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

=====

DESCRIPTION	AMOUNT
-----	-----
FUNDRAISING EVENTS	13,747,031.
TOTAL	----- 13,747,031. =====

FORM 990, PART VIII - FUNDRAISING EVENTS

=====

DESCRIPTION -----	GROSS INCOME -----	DIRECT EXPENSES -----
FUNDRAISING EVENTS	18,396,060.	18,396,060.
TOTALS	----- 18,396,060. =====	----- 18,396,060. =====

FORM 990, PART VIII - GAMING ACTIVITIES

=====

DESCRIPTION -----	GROSS INCOME -----	DIRECT EXPENSES -----
GAMING ACTIVITIES	4,202,663.	4,202,663.
TOTALS	----- 4,202,663. =====	----- 4,202,663. =====

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,