Form **990**

Department of the Treasury
Internal Revenue 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.

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning July 1, 2008, and ending June 30, 20 09

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: The Ocean Foundation
Doing Business As
Number and street (or P O box if mail is not delivered to street address): 1990 M Street N.W. Room/suite: 250
City or town, state or country, and ZIP + 4: Washington DC 20036

D Employer identification number: 71 0863908
E Telephone number: (202) 887-8992
G Gross receipts $ 4,181,643

F Name and address of principal officer: Mark J. Spalding, President, 1990 M St. NW, Suite 250, Washington DC 20036

H(a) Is this a group return for affiliates? ☐ Yes ☑ No
H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status ☐ 501(c) (3)◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www.oceanfdn.org

K Type of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶
L Year of formation: 2001
M State of legal domicile: CA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: The Ocean Fdn is a unique community foundation with a mission to support, strengthen, and promote those organizations dedicated to reversing the trend of destruction of ocean environments around the world. Our slogan is "Tell Us What You Want To Do For The Ocean, We Will Take Care Of The Rest." We work with donors who care about the coasts and oceans.

2 Check this box ▶ ☐ 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	5
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5
5	Total number of employees (Part V, line 2a)	5	10
6	Total number of volunteers (estimate if necessary)	6	250
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	4,435,848	3,981,056
	9	Program service revenue (Part VIII, line 2g)	15,584	170,126
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	24,116	30,461
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,475,548	4,181,643
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	974,335	1,783,727
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	796,635	884,091
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 344,501		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	1,101,086	1,695,376
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	2,872,056	4,363,193
	19	Revenue less expenses. Subtract line 18 from line 12	1,603,492	-181,550
			Beginning of Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	2,667,367	2,378,105
	21	Total liabilities (Part X, line 26)	157,872	50,160
	22	Net assets or fund balances. Subtract line 21 from line 20	2,509,495	2,327,945

RECEIVED
MAY 19 2010
OGDEN, UT
090 IRS-OSC

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
▶ C. Bowdoin Train — Signature of officer
May 12, 2010 — Date
▶ C. Bowdoin Train, Treasurer — Type or print name and title

Paid Preparer's Use Only
Preparer's signature ▶ [signature]
Date: 5/8/2010
Check if self-employed ▶ ☑
Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4: Terry Miller, 62 Rudden Ave, San Francisco, CA, 94112-2540
EIN ▶
Phone no ▶ (415) 333-6320

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. Cat No 11282Y Form **990** (2008)

SCANNED JUL 14 2010

10
5
8

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:
The Ocean Foundation's mission is to support, strengthen, and promote those organizations dedicated to reversing the trend of destruction of ocean environments around the world.

The Foundation manages many program funds, grouped by area; selected accomplishments below and on Sched O.

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 $ 1,249,707 including grants of $ 1,146,897) (Revenue $ 26,417)
PROMOTING OCEAN RESILIENCE
As we have for the past five years, we played a role in the annual CGBD Marine funders meeting by managing and doing the analysis of the annual marine funding survey that aggregates the responses of nearly 50 foundations. We once again co-sponsored the Capitol Hill Oceans Week, which this year focused on the "BLUE Economy: Understanding the Ocean's Role in Our Nation's Financial Future." This grant benefited hundreds of attendees.
Human induced climate change threatens coastal and marine ecosystems through sea-level rise, acidification, and changes in weather patterns and water temperatures. These changes will also seriously alter coastal development, the reliability of ocean shipping, coastal recreation and marine activities such as oil platforms and aquaculture, thus adding economic risks.
Oceans & climate are inextricably linked and oceans play a fundamental role in mitigating climate change by serving as a major heat & carbon sink. Oceans also bear the brunt of climate change, as evidenced by growing acidification, sea level increase, and changes in temperature and currents, [continued on Schedule O]

4b (Code:) (Expenses $ 934,774 including grants of $ 119,295) (Revenue $ 25,496)
OCEAN LITERACY
Progress on ocean conservation simply won't be possible without a broad base of ocean literate people to help make it happen. At the same time, an investment in education & innovation – in human capital - is demonstrably one of the best investments that can be made in long-term, across-the board economic growth. Thus ocean literacy needs to be emphasized as an integral and critical component of all strategies to move forward on ocean conservation.
* The Ocean Project. The Ocean Project, working collaboratively with the Monterey Bay Aquarium and the National Aquarium in Baltimore, conducted and released a major report on public opinion about the oceans & how advocacy groups, aquariums, zoos, & museums can shape their message when developing their conservation communications strategies. The report, "America, the Ocean, & Climate Change: New Research Insights for Conservation, Awareness, and Action" was released in June 2009, funded by an NOAA ocean literacy grant. Survey data was based on 22,000 responses from adults in the United States and the overall confidence level is 95%.
* Ocean Revolution. Andrea Marshall, a Ph. D. candidate at the University of Queensland [continued on Schedule O]

4c (Code:) (Expenses $ 541,929 including grants of $ 243,818) (Revenue $ 460)
PELAGIC (OFFSHORE) ECOSYSTEM PROTECTION
* Tag-a-Giant Fund. The Tag-a-Giant Fund continued to support the work of scientists in tracking the movement of vital marine species. On October 20th of 2008, the TAG team reached a major milestone by fixing its 1000th electronic tracking device to a massive half-ton Atlantic bluefin tuna in the waters off of Nova Scotia.
* SEEturtles. SEEturtles, a sustainable tourism project, continued to organize conservation-oriented volunteer trips and vacations to areas with critical sea turtle habitats.
* Expedition Vaquita. In 2008, TOF paired with earthOCEAN to create Expedition Vaquita, a stunning documentary capturing the work of a scientific expedition to study the plight of critically endangered Vaquita Porpoise. During this trip, NOAA's "big eyes" allowed our grantee to locate and obtain some of the best still and video clips of this elusive small dolphin. We hope these images will help galvanize public support for the measures necessary to prevent its extinction. [continued on Schedule O]

4d Other program services (Describe in Schedule O.)
(Expenses $ 830,463 including grants of $ 273,717) (Revenue $ 117,753)

4e **Total program service expenses ▶ $** 3,556,873 *(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)? *If "Yes," complete Schedule A*	1	✓	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	✓	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		✓
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4	✓	
5	**Section 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? *If "Yes," complete Schedule C, Part III*	5		
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? *If "Yes," complete Schedule D, Part I*	6	✓	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		✓
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		✓
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? *If "Yes," complete Schedule D, Part IV*	9		✓
10	Did the organization hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		✓
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	✓	
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? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	✓	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		✓
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?	14a		✓
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.? *If "Yes," complete Schedule F, Part I*	14b	✓	
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? *If "Yes," complete Schedule F, Part II.*	15	✓	
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? *If "Yes," complete Schedule F, Part III*	16	✓	
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		✓
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		✓
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		✓
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		✓
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	✓	
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	✓	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*	23	✓	
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? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to question 25.*	24a		✓
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? *If "Yes," complete Schedule L, Part I*	25a		✓
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		✓
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? *If "Yes," complete Schedule L, Part II*	26		✓
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? *If "Yes," complete Schedule L, Part III*	27		✓

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)? *If "Yes," complete Schedule L, Part IV*	28a		✓
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	28b		✓
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? *If "Yes," complete Schedule L, Part IV*	28c		✓
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		✓
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		✓
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		✓
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		✓
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		✓
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		✓
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		✓
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		✓
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? *If "Yes," complete Schedule R, Part VI*	37		✓

Part V Statements Regarding Other IRS Filings and Tax Compliance

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S Information Returns Enter -0- if not applicable	1a	31			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	✓	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	10			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	✓	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return. (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?			3a		✓
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
4a	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)?			4a		✓
b	If "Yes," enter the name of the foreign country: ▶					
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		✓
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c		
6a	Did the organization solicit any contributions that were not tax deductible?			6a		✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75?			7a		✓
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		✓
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		✓
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h		
8	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		✓
9	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		✓
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		✓
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				

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

Section A. Governing Body and Management

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

		Line	Yes	No
1a	Enter the number of voting members of the governing body — 1a: 5			
b	Enter the number of voting members that are independent — 1b: 5			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	✓	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	✓	
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		✓
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		✓
6	Does the organization have members or stockholders?	6		✓
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		✓
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		✓
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	✓	
b	Each committee with authority to act on behalf of the governing body?	8b	✓	
9a	Does the organization have local chapters, branches, or affiliates?	9a		✓
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	✓	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	11		✓

Section B. Policies

		Line	Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	✓	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	✓	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	✓	
13	Does the organization have a written whistleblower policy?	13	✓	
14	Does the organization have a written document retention and destruction policy?	14	✓	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision			
a	The organization's CEO, Executive Director, or top management official?	15a	✓	
b	Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)	15b	✓	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		✓
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ CA, FL ME, SC, WA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ Mark J. Spalding, 1990 M. Street NW, Suite 250, Washington DC, 20036. 202-887-8992, VM 2, x104.

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
J. Thomas McMurray, Ph.D. Chair & Director	1	✓		✓				0	0	0
Angel Braestrup Director	2	✓						0	0	0
Wolcott Henry Secretary & Director	1	✓		✓				0	0	0
C. Bowdoin Train Treasurer & Director	2	✓		✓				0	0	0
Lisa Hook Director	1	✓						0	0	0
Amy Salzman Director (beginning of year)	1	✓						0	0	0
Mark J. Spalding President	60			✓	✓			185,982	0	18,028
Linwood Pendleton Program Director, Coastal Ocean Values Ctr	50					✓		139,450	0	19,877
Please see Sched O answer to Part VI, #3 regarding CFO-level advisory svcs										

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Total ▶								325,432	0	37,905

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 2

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
IMPACTS Rsrc & Devp LLC, 3710 Falcon Ridge Dr, Medina, OH, 44256	survey research	119,939

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 1

Part VIII Statement of Revenue

				(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	12,304				
	b Membership dues	1b	0				
	c Fundraising events	1c	0				
	d Related organizations	1d	0				
	e Government grants (contributions)	1e	0				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	3,968,752				
	g Noncash contributions included in lines 1a-1f $ 24,500						
	h **Total.** Add lines 1a–1f ▶			3,981,056			
Program Service Revenue		Business Code					
	2a **Government Contracts**	541900		70,000	70,000	0	0
	b **Fees for Svc - Ocean Matters**	541900		97,971	97,971	0	0
	c **Educational Merchandise**	900099		2,155	2,155	0	0
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a–2f ▶			170,126			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			30,461	0	0	30,461
	4 Income from investment of tax-exempt bond proceeds ▶			0	0	0	0
	5 Royalties ▶			0	0	0	0
		(i) Real	(ii) Personal				
	6a Gross Rents	0	0				
	b Less rental expenses	0	0				
	c Rental income or (loss)	0	0				
	d Net rental income or (loss) ▶			0	0	0	0
	7a Gross amount from sales of assets other than inventory	(i) Securities 0	(ii) Other 0				
	b Less: cost or other basis and sales expenses	0	0				
	c Gain or (loss)	0	0				
	d Net gain or (loss) ▶			0	0	0	0
	8a Gross income from fundraising events (not including $ ____ of contributions reported on line 1c). See Part IV, line 18	a	0				
	b Less: direct expenses	b	0				
	c Net income or (loss) from fundraising events ▶			0	0	0	0
	9a Gross income from gaming activities. See Part IV, line 19	a	0				
	b Less: direct expenses	b	0				
	c Net income or (loss) from gaming activities ▶			0	0	0	0
	10a Gross sales of inventory, less returns and allowances	a	0				
	b Less: cost of goods sold	b	0				
	c Net income or (loss) from sales of inventory ▶			0	0	0	0
	Miscellaneous Revenue	Business Code					
	11a						
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a–11d ▶			0			
	12 **Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶			4,181,643	170,126	0	30,461

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).

	Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(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	562,778	562,778		
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22	10,864	10,864		
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	1,210,085	1,210,085		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	238,321	35,748	131,077	71,496
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7	Other salaries and wages	564,581	347,902	111,235	105,444
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	29,815	19,835	4,766	5,214
9	Other employee benefits	51,374	27,687	13,127	10,560
10	Payroll taxes	54,783	27,060	15,864	11,859
11	Fees for services (non-employees):				
a	Management	0	0	0	0
b	Legal	0	0	0	0
c	Accounting	111,823	0	111,823	0
d	Lobbying	0	0	0	0
e	Professional fundraising services. See Part IV, line 17	0			0
f	Investment management fees	0	0	0	'0
g	Other	301,232	213,309	29,563	58,360
12	Advertising and promotion	7,580	7,220	360	0
13	Office expenses	52,818	43,010	5,603	4,205
14	Information technology	70,364	49,582	4,268	16,514
15	Royalties	0	0	0	0
16	Occupancy	71,577	42,707	14,467	14,403
17	Travel	279,738	247,905	3,919	27,914
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	102,442	88,492	4,015	9,935
20	Interest	0	0	0	0
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization	10,600	4,144	1,293	5,163
23	Insurance	18,408	9,571	7,486	1,351
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	Research & Policy Advocacy Svcs	178,762	178,762	0	0
b	Scientific & Technical Svcs	249,974	249,113	681	180
c	Communications & Design Svcs	150,650	148,656	999	995
d	Project & Field Expenses	25,974	25,974	0	0
e	Books Subscriptions & Publications	6,863	5,361	594	908
f	All other expenses Tax, Lic, Merch	1,787	1,107	680	0
25	**Total functional expenses.** Add lines 1 through 24f	4,363,193	3,556,873	461,819	344,501
26	**Joint Costs.** Check here ► ☑ 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	70,364	49,582	4,268	16,514

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	0	1	0
	2	Savings and temporary cash investments	1,865,863	2	1,331,305
	3	Pledges and grants receivable, net	775,904	3	1,025,055
	4	Accounts receivable, net	0	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L	0	5	0
	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	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	11,552	9	11,579
	10a	Land, buildings, and equipment: cost basis 10a 37,265			
	b	Less accumulated depreciation. Complete Part VI of Schedule D 10b 27,098	14,048	10c	10,167
	11	Investments—publicly traded securities	0	11	0
	12	Investments—other securities. See Part IV, line 11	0	12	0
	13	Investments—program-related. See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets. See Part IV, line 11	0	15	0
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	2,667,367	16	2,378,105
Liabilities	17	Accounts payable and accrued expenses	157,872	17	50,160
	18	Grants payable	0	18	0
	19	Deferred revenue	0	19	0
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow account liability Complete Part IV of Schedule D	0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable	0	24	0
	25	Other liabilities Complete Part X of Schedule D	0	25	0
	26	**Total liabilities.** Add lines 17 through 25	157,872	26	50,160
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	149,452	27	1,007,211
	28	Temporarily restricted net assets	2,360,043	28	1,320,734
	29	Permanently restricted net assets	0	29	0
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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	2,509,495	33	2,327,945
	34	Total liabilities and net assets/fund balances	2,667,367	34	2,378,105

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☑ Accrual ☐ Other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		✓
b	Were the organization's financial statements audited by an independent accountant?	2b	✓	
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		✓
b	If "Yes," did the organization undergo the required audit or audits?	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
The Ocean Foundation	71 0863908

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 33⅓ % 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 33⅓ % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III.)
10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).** (see instructions)
11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I **b** ☐ Type II **c** ☐ Type III–Functionally integrated **d** ☐ Type III–Other

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

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

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

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

h Provide the following information about the 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

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	700,136	1,631,958	2,044,132	4,435,848	3,981,056	12,973,130
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 **Total.** Add lines 1-3	700,136	1,631,958	2,044,132	4,435,848	3,981,056	12,973,130
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						3,420,937
6 **Public support.** Subtract line 5 from line 4.						9,639,782

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	700,136	1,631,958	2,044,132	4,435,848	3,981,056	12,973,130
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	0	7,677	19,027	26,329	30,461	83,494
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,334	2,761	0	0	0	4,095
11 **Total support.** Add lines 7 through 10						13,060,719

12 Gross receipts from related activities, etc. (see instructions) — 12 — 185,711

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) — 14 — 73.81 %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f — 15 — 51.51 %

16a **33⅓% support test—2008.** If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☑

b **33⅓% support test—2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% 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 "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 ▶ ☐

b **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 ▶ ☐

memo: 2% threshold is $261,214

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2008** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2007** Schedule A, Part IV-A, line 27h	18	%

19a **33⅓ % support tests—2008.** If the organization did not check the box on line 14, and line 15 is more than 33⅓ %, and line 17 is not more than 33⅓ %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33⅓ % support tests—2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓ %, and line 18 is not more than 33⅓ %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

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

left blank intentionally per instructions

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

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

OMB No 1545-0047

2008

Open to Public Inspection

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

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

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

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

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

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

Name of organization	Employer identification number
The Ocean Foundation	71 0863908

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.

See the instructions for Schedule C for details.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ 0

3 Volunteer hours 0

Part I-B To be completed by all organizations exempt under section 501(c)(3).

See the instructions for Schedule C for details.

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ 0

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ 0

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).

See the instructions for Schedule C for details.

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $

3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ▶ $

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

A Check ► ☐ if the filing organization belongs to an affiliated group.

B Check ► ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)	0	
b Total lobbying expenditures to influence a legislative body (direct lobbying)	125,400	
c Total lobbying expenditures (add lines 1a and 1b)	125,400	
d Other exempt purpose expenditures	4,237,794	
e Total exempt purpose expenditures (add lines 1c and 1d)	4,363,194	
f Lobbying nontaxable amount Enter the amount from the following table in both columns	368,160	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

	(a) Filing organization's totals	(b) Affiliated group totals
g Grassroots nontaxable amount (enter 25% of line 1f)	92,040	
h Subtract line 1g from line 1a Enter -0- if line g is more than line a	0	
i Subtract line 1f from line 1c. Enter -0- if line f is more than line c	0	

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount	221,723	236,696	293,603	368,160	1,120,182
b Lobbying ceiling amount (150% of line 2a, column(e))					1,680,273
c Total lobbying expenditures	69,850	93,500	48,500	125,400	337,250
d Grassroots non-taxable amount	56,096	59,174	73,401	92,040	280,711
e Grassroots ceiling amount (150% of line 2d, column (e))					421,067
f Grassroots lobbying expenditures	0	0	3,500	0	3,500

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

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV **Supplemental Information**

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

Part IV Supplemental Information *(continued)*

left blank intentionally, filed per IRS instructions regarding all pages of any required schedules

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
The Ocean Foundation	71 0863908

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	4	3
2	Aggregate contributions to (during year)	408,365	1,150
3	Aggregate grants from (during year)	125,000	12,830
4	Aggregate value at end of year	1,245,628	67,860

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☑ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☑ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or pleasure)
- ☐ Preservation of an historically important land area
- ☐ Protection of natural habitat
- ☐ Preservation of certified historic structure
- ☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ ________

4 Number of states where property subject to conservation easement is located ▶ ________

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ ________

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ $ ________

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

(ii) Assets included in Form 990, Part X ▶ $ ________

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

b Assets included in Form 990, Part X ▶ $ ________

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

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

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No
b If "Yes," explain the arrangement in Part XIV

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:
a Board designated or quasi-endowment ▶ ____%
b Permanent endowment ▶ ____%
c Term endowment ▶ ____%

		Yes	No
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by			
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land	0	0		0
b Buildings	0	0	0	0
c Leasehold improvements	0	0	0	0
d Equipment	0	37,265	27,098	10,167
e Other	0	0	0	0
Total. Add lines 1a–1e. *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				10,167

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

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

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

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

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

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

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

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	4,181,643
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	4,363,193
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-181,550
4	Net unrealized gains (losses) on investments	4	0
5	Donated services and use of facilities	5	0
6	Investment expenses	6	0
7	Prior period adjustments	7	0
8	Other (Describe in Part XIV)	8	0
9	Total adjustments (net). Add lines 4–8	9	0
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-181,550

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

1	Total revenue, gains, and other support per audited financial statements			1	4,181,643
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	0		
b	Donated services and use of facilities	2b	0		
c	Recoveries of prior year grants	2c	0		
d	Other (Describe in Part XIV)	2d	0		
e	Add lines **2a** through **2d**			2e	0
3	Subtract line **2e** from line **1**			3	4,181,643
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0		
b	Other (Describe in Part XIV)	4b	0		
c	Add lines **4a** and **4b**			4c	0
5	Total revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	4,181,643

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

1	Total expenses and losses per audited financial statements			1	4,363,193
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	0		
b	Prior year adjustments	2b	0		
c	Losses reported on Form 990, Part IX, line 25	2c	0		
d	Other (Describe in Part XIV)	2d	0		
e	Add lines **2a** through **2d**			2e	0
3	Subtract line **2e** from line **1**			3	4,363,193
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0		
b	Other (Describe in Part XIV)	4b	0		
c	Add lines **4a** and **4b**			4c	0
5	Total expenses. Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18.)			5	4,363,193

Part XIV Supplemental Information

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

We have elected to defer FIN 48 as provided under GAAP, but expect to have no tax positions requiring a reserve.

Part XIV Supplemental Information *(continued)*

left blank intentionally, filed per IRS instructions regarding all pages of any required schedules

Schedule F (Form 990) Department of the Treasury Internal Revenue Service	Statement of Activities Outside the United States ► Attach to Form 990. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, line 15, or line 16.	OMB No 1545-0047 2008 Open to Public Inspection

Name of the organization: The Ocean Foundation

Employer identification number: 71 0863908

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
N America (Canada & Mexico)	0	0	program svc	research & confs	16,346
N America (Canada & Mexico)	0	0	grantmaking	grants to recipients	1,051,942
Cent America & Caribbean	0	0	program svc	research & confs	29,700
Cent America & Caribbean	0	0	grantmaking	grants to recipients	200
South America	0	0	program svc	conference	881
South America	0	0	grantmaking	grants to recipients	44,490
Sub-Saharan Africa	0	0	program svc	research	113,273
Sub-Saharan Africa	0	0	grantmaking	grants to recipients	30,195
South Asia	0	0	program svc	research	4,590
South Asia	0	0	grantmaking	grants to recipients	21,000
East Asia & Pacific	0	0	program svc	research & confs	58,299
East Asia & Pacific	0	0	grantmaking	grants to recipients	49,600
Europe	0	0	program svc	research & confs	9,482
Europe	0	0	grantmaking	grants to recipients	12,658
Middle East & N. Africa	0	0	program svc	research	16,852
Totals . . . ►	0	0			1,459,508

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . ▶ ☐
Use Schedule F-1 (Form 990) if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		N. Amer (Can & Mex)	Aquacltr	18,200	csh-multpl	0	n/a	actual
		N. Amer (Can & Mex)	Bay Keepr	6,000	wire	0	n/a	actual
		N. Amer (Can & Mex)	Ocn Pres	950,000	wires	0	n/a	actual
		N. Amer (Can & Mex)	Tuna Rcvr	46,300	checks	0	n/a	actual
		N.Amer (Can & Mex)	Sea Turtl	6,000	wire	0	n/a	actual
		N.Amer (Can & Mex)	Ocn Pres	15,000	wire	0	n/a	actual
		N.Amer (Can & Mex)	Sea Turtl	7,500	wire	0	n/a	actual
		South America	Workshop	5,340	wire	0	n/a	actual
		Sub-Saharan Africa	VillagEduc	18,228	csh-multpl	0	n/a	actual
		Sub-Saharan Africa	Manta Wh	11,967	csh-multpl	0	n/a	actual
		East Asia & Pacific	Reef Data	10,000	wire	0	n/a	actual
		South Asia	Ocn Pres	21,000	wire	0	n/a	actual
		Europe	Tuna Rcvr	12,658	wires	0	n/a	actual
		East Asia & Pacific	Dcmntry	39,600	checks	0	n/a	actual

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . ▶ 13

3 Enter total number of other organizations or entities . . . ▶ 1

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
Support for research vessel rental & devp	South America	1	27,650	wire	0	n/a	actual
Airfare to Stanford Economic Consrv Tools Conf	South America	1	1,500	wire	0	n/a	actual
Travel assistance to Ocean Preservation Conf	N. Amer	1	1,000	wire	0	n/a	actual

Part IV Supplemental Information

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

The Ocean Foundation's fund and project managers work very closely with foreign grantees on public education, ocean preservation, and achieving the organization's programmatic goals. In addition to regular reporting, the relationship between the Foundation's various funds & projects and foreign grantees is closer to that of a partnership than a passive grantor relationship. Frequent visits and direct involvement in all cases contribute to direct oversight over foreign grant recipients.

The instructions ask that we report the accounting method used to determine the amounts in Part I, Column F. We have no employees stationed in foreign countries, so there is no payroll included. We analyzed line item detail for Consultants and Service Providers of all types, Meetings and Conferences, and Travel, as well as Grants Awarded, to identify monies spent in foreign regions and that is the method used for reporting on Column F. For Parts II and III the accounting method used was to include and report on all foreign grantees (subject to the Part II threshold). Part II and III amounts are included in Part I column F (which is therefore the total spent in each region on all types of activity).

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: The Ocean Foundation

Employer identification number: 71 : 0863908

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Ocean Champions 202 San Jose Av Capitola CA	37-1502415	501(c)(4)	122,400	0	actual	n/a	dir lobby ocn pres
Stanford University 450 Serra Mall Stanford CA	94-1156365	501(c)(3)	90,740	0	actual	n/a	tuna recovery sci
Greengrass Holdings 511 GulfBlvd A Ind Rk Bch FL	20-8455323	For-Profit	40,000	0	actual	n/a	seagrass restoratn
U. California Davis (CA Regents) 1 Shields Ave, Davis CA 95616	94-6036494	501(c)(3)	38,000	0	actual	n/a	tuna recovery sci
Sherwood Design Engineers 1Union St 2d Flr San Fran 94111	20-1602119	For-Profit	29,968	0	actual	n/a	sustnbl devlprs gd
Marine Fish Conservation Ntwk 600 Penn Av #210 DC 20003	20-4254493	501(c)(3)	28,000	0	actual	n/a	reef fish mgt plan
Louisiana State University Baton Rouge LA 70809	72-6000848	501(c)(3)	27,302	0	actual	n/a	tuna recovery sci
Screenscope, Inc 4330 Yuma St NW, DC 20016	52-0891473	For-Profit	12,600	0	actual	n/a	documentary film
Florida Aquarium 701 Channelsd Dr Tampa 33602	59-2807815	501(c)(3)	12,500	0	actual	n/a	seagrass exhibit
The Coral Reef Alliance 351 Calif St #650 San Fran 94104	94-3211245	501(c)(3)	11,000	0	actual	n/a	reef pres policy
Alaska Center for Environment 807 G St #100 Anchorage 99501	23-7380045	501(c)(3)	10,000	0	actual	n/a	public ed / festival
REEF Enviro Educ Fdn Inc PO Box 0246 Key Largo 33037	65-0270064	501(c)(3)	10,000	0	actual	n/a	reef pres pub ed

2 Enter total number of section 501(c)(3) and government organizations ▶ 8

3 Enter total number of other organizations ▶ 4

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
Surfrider Foundation Scholarships	3	10,000	0	actual	n/a
Supt for Loreto Bay Christmas (Fishers' Children)	1	864	0	actual	n/a

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

The Ocean Foundation works closely with most all of its grantees to solve Ocean preservation issues. It requires reports when a grant is to an entity other than one to a public charity for general operating support. Foundation staff travel widely and attend many of the same policy conferences with grantees and are closely involved and aware of grantees' work in this manner.

SCHEDULE I-1
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

▶ Attach to Form 990 to list additional information for Part II and Part III, Schedule I (Form 990).

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: The Ocean Foundation

Employer identification number: 71 0863908

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Reef Relief PO Box 430 Key West 33041	59-2696402	501(c)(3)	10,000	0	actual	n/a	reef consv program
The Nature Conservancy 4245 N Fairfax Dr Arlington 22203	53-0242652	501(c)(3)	10,000	0	actual	n/a	VA coast reserve
World Resources Institute 10 G St NE 8th Fl, Wash DC 20002	52-1257057	501(c)(3)	10,000	0	actual	n/a	Belize reef pres
Counterpart International 2345 Crystal Dr Arlington 22202	13-6183605	501(c)(3)	10,000	0	actual	n/a	Dm Rep lbster pres
People for Puget Sound 911 Western Av 580 Seattle 98104	91-1518715	501(c)(3)	10,000	0	actual	n/a	ocn policy devp
Soc fr Cons of Reef Fish Aggregatns 9888 Carroll Ctr Rd San Diego 92126	20-2278700	501(c)(3)	10,000	0	actual	n/a	Fiji spawn rsrch
Marine Conservation Alliance Fdn 431 N Franklin 305 Juneau 99801	68-0567328	501(c)(3)	7,000	0	actual	n/a	Yakutat study/clean
Baja Expeditions 3096 Palm St, San Diego, CA 92104	95-2958818	For-Profit	31,500	0	actual	n/a	Gulf CA monitoring

2 Enter total number of Section 501(c)(3) and government organizations . . . ▶ 7

3 Enter total number of other organizations . . . ▶ 1

Part II **Continuation of Grants and Other Assistance to Individuals in the U.S.** (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
left blank intentionally, filed per IRS instructions regarding all pages of any required schedules					

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: The Ocean Foundation

Employer identification number: 71 0863908

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply ☑ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a:			
a	Receive a severance payment or change of control payment?	4a		✓
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		✓
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		✓
	If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations must complete lines 5–8.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		✓
b	Any related organization?	5b		✓
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a		✓
b	Any related organization?	6b		✓
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		✓
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		✓

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Mark J. Spalding	(i)	185,982	0	0	11,867	6,161	204,010	208,202
	(ii)	0	0	0	0	0	0	0
Linwood Pendleton	(i)	139,450	0	0	5,040	14,837	159,327	n/a (see Pt III)
	(ii)	0	0	0	0	0	0	0
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

Linwood Pendleton was not reported separately on prior Form 990 because he is not an officer director or key employee. He is reported here because he meets the definition of highly compensated employee on the 2008 Form 990. Therefore no prior year comparison is provided.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
The Ocean Foundation	71 0863908

** Part V, #7g & 7h, Forms 8899 & 1098-C. Neither type of gift received, neither form was issued. Questions are N/A.

** Part VI, # 2. RELATIONSHIPS AMONG DIRECTORS OFCRS & KEY EMPLOYEES. Angel Braestrup, Director, & Mark Spalding, President & Key Employee, own real estate together, unrelated to the business of the Foundation.

** Part VI, # 3. DELEGATION TO MGT COMPANY. To save cost, in lieu of a fulltime CFO, the Foundation consulted on an as-needed basis about financial reporting and tax compliance with Terry Miller, in FY09 through a management firm called Leventhal Kline Management (LKM) in Berkeley, CA. During the reporting year, the Foundation paid LKM $36,364, most of which was for Mr. Miller's time at a rate of $150/hour, approx 242 hrs, or 4-5 hs per week. LKM made no mgmt decisions nor held management authority, but served in an advisory capacity. These fees are contained in the Core Form Part IX section as part of Line 11c Accounting fees.

** Part VI, # 10b. PROCESS FOR REVIEW OF 990. Prior to filing, a complete copy of the 990 was e-mailed to all Foundation directors calling their attention to sections most likely to be of interest to contributors and the public and seeking comments on any part of the 990. The form was reviewed twice in detail by Mr. Spalding & Mr. Miller, and again by C. Bowdoin Train, Treasurer, with Mr. Spalding & Mr. Miller, as well as the efforts of the contract bookkeeper.

** Part VI, # 15b. REVIEW OF COMPENSATION OF CEO. An independent director annually surveys the field of intl NGOs marine philanthropic orgs & community foundations. This director also is on the compensation committee of the Board of a comparable size international NGO which receives a report by an independent compensation consultant based on a compensation survey. Based on this research and experience, the director reports his findings to the Foundation Board. The Board approves Mr. Spalding's compensation, with Ms. Braestrup abstaining. No other ofcrs are compensated & there are no other key employees. Mr. Spalding approves the use of LKM and Mr. Miller's time with the Board's full awareness.

** Part VI, # 12a. CONFLICT OF INTEREST MONITORING & ENFORCEMENT. The Foundation's conflict of interest policy covers all directors, officers & staff. Any conflict of interest is to be reported to either the Chair or President. The "cure" is full disclosure, and recusal by the conflicted person from participating in a decision that could lead to personal gain.

** Part VI, # 19. DISCLOSURE. The Foundation considers all requests for disclosure of documents on a case by case basis. It annually posts a copy of its audit to Guidestar in the section which allows additional information, and as a California nonprofit public benefit corporation, makes its audited financials available to the public on request. It also publishes on its website an annual report containing summary information derived from the audited financial statements.

Name of the organization: The Ocean Foundation

Employer identification number: 71 0863908

** STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS (Core Form Part III Page 2, continuation)

** 4a. PROMOTING OCEAN RESILIENCE (continued from Core Form Part III, Page 2, Line 4a)

all of which in turn impact the health of marine species, ecosystems, & our coastal communities. As concern about climate change increases, the interrelationship between oceans and climate change must be recognized, understood, and incorporated into climate change policies. Numerous grants and projects funded in this area are intended to create positive feedback loops through effective monitoring, all while restoring ecosystems, reducing pollution and reducing threats of development, pollution & habitat degradation in the last intact places.

In this manner, site-specific conservation, resource management, and mitigating the impact of potentially damaging human activities will promote resilience in the face of monumental change. TOF co-sponsored the Blue Vision Summit, a mtg of over 500 scientists & professionals to discuss ocean conservation strategies and talk to members of Congress about the importance of a responsible U.S. ocean policy.

The Protected Marine Environment Workshop in Brazil, a joint project with the Brazilian Biodiversity Fund, helped to encourage the creation of Marine Protected Areas in Brazilian waters by drawing upon the lessons learned by successful MPA programs from around the world. Nearly 80 people attended this workshop, and developed a plan for a network of marine protected areas in Brazil.

In June 2009, we facilitated a World Heritage Alliance for Sustainable Tourism training meeting in Mexico that included 25 trainees.

** 4b. OCEAN LITERACY (continued from Core Form Part III, Page 2, Line 4b)

and the director of an Ocean Revolution project recently made headlines when she presented her research on manta rays at the American Elasmobranch Symposium in Montreal, Canada in July 2008. While researching in Mozambique, Marshall discovered at least one new species of manta ray and possibly a second.

* The Ocean Doctor. In October 2008, Dr. David Guggenheim, announced his "50 years-50 states-50 speeches" initiative, a plan in which he hopes to give a speech in at least 1 school in each state to raise awareness about ocean conservation States visited so far: 13. Lives touched: countless.

* Blue Legacy International. This year, Blue Legacy, created by Alexandra Cousteau, documented water issues in Guatemala, Panama, Polynesia, and Greenland, and in February of 2009 started work on "Expedition: Blue Planet," a 100 day project to chronicle 8 critical water issues across 5 continents. With major partnerships with organizations such as National Geographic, CNN, Coca Cola, Nikon, and Sony, Blue Legacy has already become a success in its first year.

Name of the organization: The Ocean Foundation

Employer identification number: 71 0863908

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS (Core Form Part III Page 2, continuation)

4b. OCEAN LITERACY (continued from Schedule O Page 2)

* Surfers Without Borders. Surfers Without Borders, a fiscally-sponsored project of The Ocean Foundation, continued to promote sustainable practices in Mexico and Nicaragua. This year, SWoB helped five communities develop permaculture practices, spread the use of ecological sanitation systems, created cost-effective water bottle refilling programs to fight marine debris, facilitated community art projects and youth education workshops, and taught locals some surfing tricks to help get people interested in sustainability and the health of the oceans.

* Scholarships. Encouraging and facilitating marine conservation education is necessary to ensure the existence of marine ecosystems present today. By housing & managing scholarship funds for promising students in marine-related fields of study, The Ocean Foundation is helping to ensure that in the future our oceans are in good hands. The Surfrider Scholarship, managed by The Ocean Foundation, help to provide funds for student members of the Surfrider Foundation studying in ocean-related Undergraduate, Masters, and Ph. D. programs. This year's awards went to Matthew Gribble, an Undergraduate at Stanford University studying the implications of mercury pollution on coastal public health, Megan Wehrenberg, a Master's student at San Francisco State University studying the life history of red seaweeds in Central California; and Ian Miller, a Ph. D. student at University of CA Santa Cruz studying coastal restoration efforts in Elwha.

The Boyd Lyon Sea Turtle Fund. In May 2009, Melania C Lopez Castro was awarded the 2d Boyd Lyon Sea Turtle Fund scholarship for her continued work understanding the habitat locations of sea turtles. She is a Ph. D. student at the U. of Florida Department of Biology & will study the life cycle of young sea turtles in Nicaragua, Brazil, Florida & the Bahamas.

* Setting Ocean Priorities for a New Administration & Congress. We funded the preparation & submission of "A Blueprint for a Coastal and Ocean Policy for the New Administration," which was signed by 48 leading conservation organizations.

** 4c. PELAGIC (OFFSHORE) ECOSYSTEM PROTECTION (continued from Core Form Part III Page 2, Line 4c)

* Pacific Life Whale Research Fund. In January of 2009, The Ocean Foundation and the Pacific Life Foundation, the philanthropic arm of Pacific Life Insurance, announced the creation of The Ocean Foundation's new Pacific Life Whale Research Fund to provide grants to research projects focused on marine cetacean species, particularly focusing on the world's most endangered marine mammals.

** 4d. Other Program Service Accomplishments

** 4d.1. COASTAL CONSERVATION & SUSTAINABLE DEVP. Expenses $421,593, Grants $106,567, Revenue $47,753.

* St. Kitts Foundation. In July 2008, The Ocean Foundation's St. Kitts Foundation co-sponsored the Heritage

Name of the organization: The Ocean Foundation

Employer identification number: 71 0863908

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS (Core Form Part III Page 2, continuation)

4d.1. COASTAL CONSERVATION & SUSTAINABLE DEVP. (continued from Schedule O Page 3)

Conservation Symposium on the preservation and conservation of the natural and built aspects of St. Kitts and Nevis. About 50 attendees listened to presentations, and then, participated in developing a plan that was designed for use in seeking EU support for heritage preservation.

* Coastal Ocean Values Center. The Ocean Foundation Senior Fellow and Director of Economic Research Dr. Linwood Pendelton edited and published "The Economic and Market Value of America's Coasts and Estuaries: What's At Stake?" in January 2009. The book is a collection of essays on the contribution of coasts and estuaries to the U.S. economy by 12 notable experts on coastal economic valuation.

* Coastal Code. Coastal Code, a project funded by a 1% contribution from every bottle of Alaska Brewing Company's Alaskan IPA sold, continues to encourage west coast communities to take ownership of their shores through beach clean-ups and educational seminars. In 2008, Coastal Code announced the creation of the Code Keepers Expedition, a program where four community-minded surfers from the West Coast are chosen to travel to Alaska for a week to learn about coastal conservation and to help facilitate beach clean-ups.

* Cuba Marine Research and Conservation Fund. Summer 2008, The Ocean Foundation created the Cuba Marine Research and Conservation Fund to help finance a project to study the unique marine ecosystems found in Cuban waters. Dr. David Guggenheim and Fernando Bretos, the project's leaders, also organized the "Workshop on Cuba-Mexico-US Collaboration in Marine Science & Conservation" in order to facilitate discussion and joint activities between the US, Mexico, and Cuba on marine conservation. Through this project, in April 2009 our team visited the Isla de la Juventud, Cuba, to study the sea turtle population on and near the island, but also to host a fishermen's exchange workshop between ten Cuban fishermen and four Mexican fishermen representing Grupo Tortuguero to share best practices in avoiding sea turtle by-catch.

* Presentations. Mark J. Spalding presented our resort partnership and coastal sustainable development standards at the Forum on Tourism, Regional Development and Sustainable Communities in La Paz (focused on the Sea of Cortez region), the South American Hotel & Tourism Investment Conference in Buenos Aires, the Hotels & Money Latin America in Florida, and at the Travelers' Philanthropy Conference in Tanzania. Mark also provided advice to projects in Haiti, Belize and the Dominican Republic regarding our coastal sustainable development standards.

Name of the organization: The Ocean Foundation

Employer identification number: 71 0863908

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS (Core Form Part III Page 2, continuation)

** 4d.2. NEAR-SHORE ECOSYSTEM PROTECTION. Expenses $408,870, Grants $167,150, Revenue $70,000.

* Coral Reef Fund. summer 2008, TOF co-sponsored and participated in the 11th International Coral Reef Symposium in Ft. Lauderdale, Florida. Every four years, this major symposium brings together more than 2,500 coral reef conservationists, scientists, and other experts from around the world to share information and discuss preservation and conservation strategies. Spring 2009, TOF, in conjunction with the U.S. National Oceanic and Atmospheric Administration, organized and hosted "The First International Workshop On Corallium Science, Management and Trade" in Hong Kong. This workshop brought together scientists and policy makers from around the world to discuss the challenges and benefits of a CITES Appendix II listing for the family Corallidae. The proposal for the listing of Coralidae will be voted on at the next CITES Conference of Parties in Doha, Qatar in March 2010.

* Seagrass Fund. TOF's seagrass fund continued to support seagrass restoration and education efforts this year by sponsoring an exhibit on seagrasses at the Florida Aquarium. To show his support for seagrass restoration & education initiatives, Florida Governor Charlie Crist announced March 2009 as Seagrass Awareness Month at the opening of the exhibit in February. In Fall 2008, we funded 4,000 square feet of seagrass restoration in the Florida Keys National Marine Sanctuary.