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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)

Department of the Treasury Internal Revenue Service

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

A For the 2010 calendar year, or tax year beginning OCT 1, 2010 and ending SEP 30, 2011

Form sections B through M: B Check if applicable, C Name of organization (OPENLANDS), D Employer identification number (36-2649603), E Telephone number ((312) 863-4256), F Name and address of principal officer (GERALD W. ADELMANN), G Gross receipts (\$ 6251498), H(a) Is this a group return for affiliates? (No), H(b) Are all affiliates included? (No), I Tax-exempt status (501(c)(3)), J Website (WWW.OPENLANDS.ORG), K Form of organization (Corporation), L Year of formation (1963), M State of legal domicile (IL)

Part I Summary

Table with 19 rows and 3 columns: Description, Prior Year, Current Year. Includes rows for mission (PRESERVATION AND CONSERVATION OF NATURAL AREAS AND OPEN SPACE), revenue (Total revenue 4001254), expenses (Total expenses 7106560), and net assets (Net assets 28428268).

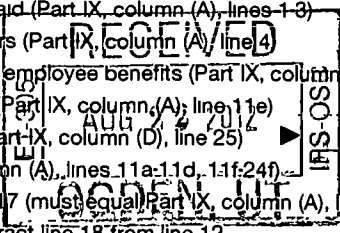
Part II Signature Block

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.

Signature block details: Sign Here (Signature of officer: GERALD W. ADELMANN, PRESIDENT AND CEO; Date: 8-13-12), Paid (Preparer: ROBERT REHAYEM, Date: 08/13/12, PTIN: P00075874), Preparer Use Only (Firm: WEISS, SUGAR, DVORAK & DUSEK, LTD., Address: 20 N. WACKER DR., SUITE 2250, CHICAGO, IL 60606, Phone: (312) 332-6622)

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [] No

Expenses SCANNED SEP 10 2012



Handwritten numbers: 517, 10

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

X

1 Briefly describe the organization's mission:
OPENLANDS VISION FOR NORTHEASTERN ILLINOIS IS A LANDSCAPE THAT INCLUDES A VAST NETWORK OF LAND AND WATER TRAILS, TREE-LINED STREETS, AND INTIMATE PUBLIC GARDENS WITHIN EASY REACH OF EVERY CITY DWELLER. IT ALSO INCLUDES PARKS AND PRESERVES BIG ENOUGH TO PROVIDE NATURAL

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

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

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 \$ 2934602 . including grants of \$) (Revenue \$ 230775 .)
ECOLOGICAL RESTORATION - OPENLANDS MANAGES PROGRAMS TOGETHER WITH ITS PARTNERS TO ACQUIRE, CREATE, RESTORE AND ENHANCE HIGH-QUALITY WETLANDS AND THE ECOLOGICAL SYSTEMS SUPPORTING THEM, WITH A GOAL TOWARDS SUSTAINABILITY.

4b (Code:) (Expenses \$ 1210528 . including grants of \$) (Revenue \$)
LAKESHORE PRESERVE - LAND PROTECTION AND ECOLOGICAL RESTORATION OF LAKE MICHIGAN SHORELINE, BLUFFS, AND RAVINES AND PUBLIC ACCESS THROUGH TRAILS, OVERLOOKS PROGRAMMING AND INTERPRETIVE SIGNAGE OF A PORTION OF THE FORMER FORT SHERIDAN PROPERTY IN HIGHLAND PARK AND HIGHWOOD ILLINOIS.

4c (Code:) (Expenses \$ 1125007 . including grants of \$) (Revenue \$)
COMMUNITY GREENING - OPENLANDS PROVIDED COMMUNITY-BASED PLANNING, PUBLIC AND SCHOOL-BASED EDUCATION, AND ON-THE-GROUND PROJECTS WITH VOLUNTEERS TO PROMOTE COMMUNITY-MANAGED GREEN SPACE. TRAINED AND SUPERVISED "TREEKEEPERS" TO CARE FOR TREES ON PUBLIC LANDS, HELPED PLAN, INSTALL AND/OR IMPROVE COMMUNITY GARDENS IN SIX CHICAGO NEIGHBORHOODS AND BEGAN A NEW CITY-WIDE PROGRAM TO TRAIN AND HELP FUND GROUPS TO ESTABLISH "HOMEGROWN" FOOD GARDENS WITH SEPARATE INDIVIDUAL PLOTS ON SHARED SPACES. REMOVED ASPHALT AND INSTALLED SIX SCHOOL GARDENS WITH CURRICULUM CONNECTIONS AT CHICAGO PUBLIC SCHOOLS.

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 1112841 . including grants of \$) (Revenue \$)

4e Total program service expenses 6382978.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
35a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
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		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
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)?		X
4b	If "Yes," enter the name of the foreign country: <u>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</u>		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9a	Sponsoring organizations maintaining donor advised funds. Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter:			
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11 Section 501(c)(12) organizations. Enter:			
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

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

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

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		X
10b	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?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	a The organization's CEO, Executive Director, or top management official	X	
15b	b Other officers or key employees of the organization	X	
15c	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	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?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **IL**
- 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: **GERALD W. ADELMANN - (312) 863-4256**
25 E. WASHINGTON ST., SUITE 1650, CHICAGO, IL 60602-1708

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

Check if Schedule O contains a response to any question in this Part VII

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN T. ANTHONY DIRECTOR	1.00	X					0.	0.	0.	
J. TIMOTHY RITCHIE COMMITTEE CHAIR	5.00	X		X			0.	0.	0.	
NANCY SUTHERLAND DIRECTOR	1.00	X					0.	0.	0.	
ALAN BELL DIRECTOR	1.00	X					0.	0.	0.	
SCOTT JAMIESON DIRECTOR	1.00	X					0.	0.	0.	
RANDALL G. VICKERY DIRECTOR	1.00	X					0.	0.	0.	
CARRIE MCNALLY SECRETARY	5.00	X		X			0.	0.	0.	
ANDREW OTTING COMMITTEE CHAIR	5.00	X		X			0.	0.	0.	
HUGH FRISBIE DIRECTOR	1.00	X					0.	0.	0.	
IRIS KRIEG DIRECTOR	1.00	X					0.	0.	0.	
SHAUN C. BLOCK DIRECTOR	1.00	X					0.	0.	0.	
PAUL L. BECKER COMMITTEE CHAIR	5.00	X		X			0.	0.	0.	
GEORGE W. DAVIS DIRECTOR	1.00	X					0.	0.	0.	
VICTORIA C. DRAKE DIRECTOR	1.00	X					0.	0.	0.	
JONATHON HAMILL COMMITTEE CHAIR	5.00	X		X			0.	0.	0.	
HENRY T. CHANDLER DIRECTOR	1.00	X					0.	0.	0.	
JOSEPH M. FLAVIN DIRECTOR	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
SUSAN DEPREE DIRECTOR	1.00	X					0.	0.	0.	
JOHN M. HAIGHT III DIRECTOR	1.00	X					0.	0.	0.	
CHARLES SALTZMAN DIRECTOR	1.00	X					0.	0.	0.	
RICHARD J. CARLSON DIRECTOR	1.00	X					0.	0.	0.	
JANIS W. NOTZ DIRECTOR	1.00	X					0.	0.	0.	
JILL ALLREAD PRESIDENT	5.00	X		X			0.	0.	0.	
JOSEPHINE ETLING DIRECTOR	1.00	X					0.	0.	0.	
STEVEN RICCHIO TREASURER	5.00	X		X			0.	0.	0.	
PATRICK SHAW DIRECTOR	1.00	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							286289.	0.	14197.	
d Total (add lines 1b and 1c)							286289.	0.	14197.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **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		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
CLAUSS BROTHERS, INC. 360 W SCHAUMBURG ROAD, STREAMWOOD, IL 60107	LAKESHORE PRESERVE SITE DEVELOPMENT	1482234.
STANTEC, 209 COMMERCE PARKWAY, COTTAGE GROVE, WI 53527	WETLANDS AND ECOLOGICAL REST. SVC	688574.
FOREST PRESERVE DISTRICT OF WILL COUNTY 17540 W LARAWAY ROAD, JOLIET, IL 60433	WETLANDS RESTORATION SERVICES	311293.
CONSERVATION LAND STEWARDSHIP 375 W FIRST STREET, ELMHURST, IL 60126	WETLANDS RESTORATION SERVICES	295928.
CHRISTY WEBBER LANDSCAPES 2900 W FERDINAND STREET, CHICAGO, IL 60612	SCHOOL GARDEN CONSTRUCTION	246475.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **8**

SEE PART VII, SECTION A CONTINUATION SHEETS

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	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 157977.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 875511.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 2690203.				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		3723691.			
Program Service Revenue	2 a REAL ESTATE ACQUIST.	Business Code 531390	217281.	217281.		
	b SERVICE FEES	541900	13494.	13494.		
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		230775.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		112011.		112011.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	2160325.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	2186684.			
		c Gain or (loss)	-26359.			
	d Net gain or (loss)		-26359.	-26359.		
	8 a Gross income from fundraising events (not including \$ 157977. of contributions reported on line 1c). See Part IV, line 18	a	24696.			
		b Less: direct expenses	63560.			
c Net income or (loss) from fundraising events			-38864.		-38864.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
11 Miscellaneous Revenue		Business Code				
a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions		4001254.	204416.	0.	73147.	

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				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	165327.	117413.	25390.	22524.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1245566.	892114.	181256.	172196.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	31961.	18842.	10043.	3076.
9 Other employee benefits	124778.	94009.	11642.	19127.
10 Payroll taxes	114022.	84465.	14920.	14637.
11 Fees for services (non-employees):				
a Management				
b Legal	7897.		7897.	
c Accounting	30909.		30909.	
d Lobbying				
e Professional fundraising services See Part IV, line 17	30000.			30000.
f Investment management fees				
g Other	254802.	250298.	2004.	2500.
12 Advertising and promotion				
13 Office expenses	95920.	49223.	26503.	20194.
14 Information technology	10261.	6593.	1881.	1787.
15 Royalties				
16 Occupancy	249519.	167416.	55395.	26708.
17 Travel	29986.	26586.	2603.	797.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	116324.	111173.	4202.	949.
20 Interest	48791.	48528.	135.	128.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	46218.	29698.	8472.	8048.
23 Insurance	14277.		14277.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a WETLAND RESTORATION	3448088.	3448088.		
b LANDSCAPE MATL AND GARD	905919.	905835.		84.
c PROJECT COSTS	92207.	92207.		
d PUBLICATIONS	27461.	27461.		
e DUES AND SUBSCRIPTIONS	16327.	13029.	1968.	1330.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	7106560.	6382978.	399497.	324085.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	740161.	2	5217767.
	3 Pledges and grants receivable, net	1629593.	3	1942999.
	4 Accounts receivable, net	366774.	4	619302.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	28507.	9	48464.
	10a Land, buildings, and equipment. cost or other basis. Complete Part VI of Schedule D	10a 2008994.		
	b Less: accumulated depreciation	10b 205040.	10c 61869.	1803954.
	11 Investments - publicly traded securities	5721843.	11	18736009.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	4135.	15	3366831.
16 Total assets. Add lines 1 through 15 (must equal line 34)	8552882.	16	31735326.	
Liabilities	17 Accounts payable and accrued expenses	132307.	17	529771.
	18 Grants payable		18	
	19 Deferred revenue	66100.	19	126709.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	1485000.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	150731.	25	1165578.
	26 Total liabilities. Add lines 17 through 25	349138.	26	3307058.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-92866.	27	1709797.
	28 Temporarily restricted net assets	5680564.	28	24102425.
	29 Permanently restricted net assets	2616046.	29	2616046.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	8203744.	33	28428268.	
34 Total liabilities and net assets/fund balances	8552882.	34	31735326.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4001254.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7106560.
3	Revenue less expenses. Subtract line 2 from line 1	3	-3105306.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8203744.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	23329830.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	28428268.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

OPENLANDS

Employer identification number

36-2649603

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

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (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?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(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 US?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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

Schedule A (Form 990 or 990-EZ) 2010

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5039259.	4665942.	3696508.	3300671.	3723691.	20426071.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	5039259.	4665942.	3696508.	3300671.	3723691.	20426071.
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)						4625681.
6 Public support. Subtract line 5 from line 4						15800390.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	5039259.	4665942.	3696508.	3300671.	3723691.	20426071.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	104999.	129744.	85952.	83815.	112011.	516521.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						20942592.
12 Gross receipts from related activities, etc. (see instructions)					12	230775.
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	75.45	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	77.05	%
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2010. 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 <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2009. 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 <input type="checkbox"/>			
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 <input type="checkbox"/>			

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047,

2010

Department of the Treasury
Internal Revenue Service

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

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, 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), or Form 990-EZ, Part V, line 35a (Proxy Tax), then

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

Name of organization OPENLANDS	Employer identification number 36-2649603
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

Part I-B Complete if the organization is exempt under section 501(c)(3).

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

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 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 exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were 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 Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	8585.	8585.												
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	37401.	37401.												
c	Total lobbying expenditures (add lines 1a and 1b)	45986.	45986.												
d	Other exempt purpose expenditures	7060574.	7060574.												
e	Total exempt purpose expenditures (add lines 1c and 1d)	7106560.	7106560.												
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	505328.	505328.												
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	126332.	126332.												
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.	0.												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No													

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

Lobbying Expenditures During 4-Year Averaging Period						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total	
2a	Lobbying nontaxable amount	306430.	322926.	310973.	505328.	1445657.
b	Lobbying ceiling amount (150% of line 2a, column(e))					2168486.
c	Total lobbying expenditures	67896.	66835.	46728.	45986.	227445.
d	Grassroots nontaxable amount	76608.	80732.	77743.	126332.	361415.
e	Grassroots ceiling amount (150% of line 2d, column (e))					542123.
f	Grassroots lobbying expenditures	11721.	11532.	8711.	8585.	40549.

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	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 similar means?			
i Other activities? If "Yes," describe in Part IV			
j Total. Add 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 Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	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 Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible 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 (see instructions)	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.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,

Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

OPENLANDS

Employer identification number

36-2649603

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		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> 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 education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 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 Tax Year
a Total number of conservation easements	42
b Total acreage restricted by conservation easements	2017.00
c Number of conservation easements on a certified historic structure included in (a)	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ 0

4 Number of states where property subject to conservation easement is located ▶ 1

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

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ 142

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ 13219.

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 (ASC 958), 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 (ASC 958), 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 (ASC 958) 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 acquisition, 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 Escrow and Custodial Arrangements. Complete if the 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 the 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	2616046.	2616046.	2613596.		
b Contributions			2450.		
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	2616046.	2616046.	2616046.		

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

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 100.00 %
- c Term endowment _____ %

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(i), are the related organizations listed as required on Schedule R?

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

Part VI 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) Accumulated depreciation	(d) Book value
1a Land		648300.		648300.
b Buildings				
c Leasehold improvements		26716.	5937.	20779.
d Equipment		214620.	171118.	43502.
e Other		1119358.	27985.	1091373.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1803954.

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must 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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must 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
(1) INTEREST RECEIVABLE	11831.
(2) REAL ESTATE HELD FOR SALE	3355000.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	3366831.

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) CAPITAL LEASE OBLIGATION	4525.
(3) FISCAL AGENT DEPOSITS	68702.
(4) DEFERRED LEASE LIABILITY	122351.
(5) LAND SALE DEPOSITS	970000.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	1165578.

2. FIN 48 (ASC 740) Footnote. 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 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	4001254.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	7106560.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-3105306.
4	Net unrealized gains (losses) on investments	4	-54628.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	23384458.
9	Total adjustments (net). Add lines 4 through 8	9	23329830.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	20224524.

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	4010186.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-54628.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	63560.
e	Add lines 2a through 2d	2e	8932.
3	Subtract line 2e from line 1	3	4001254.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	4001254.

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

1	Total expenses and losses per audited financial statements	1	7170120.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	63560.
e	Add lines 2a through 2d	2e	63560.
3	Subtract line 2e from line 1	3	7106560.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	7106560.

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, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART II, LINE 9: EASEMENTS RECEIVED AS DONATIONS ARE NOT RECOGNIZED AS

REVENUE AND NOT RECORDED ON THE BALANCE SHEET.

PART V, LINE 4: INCOME DERIVED FROM ENDOWMENT MAY BE USED FOR GENERAL

OPERATING PURPOSES.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

NET ASSETS OF MERGED ENTITY - CORPORATION FOR OPEN LANDS

Part XIV Supplemental Information (continued)

(FEIN 36-2959993)

23384458.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT EXPENSES OF FUND RAISING EVENT

63560.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT EXPENSES OF FUND RAISING EVENT

63560.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		ANNUAL MEETING AND (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	182673.		182673.
	2	Less: Charitable contributions	157977.		157977.
	3	Gross income (line 1 minus line 2)	24696.		24696.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	63560.		63560.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(63560)
	11	Net income summary. Combine line 3, column (d), and line 10			-38864.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			()
	8	Net gaming income summary. Combine line 1, column d, and line 7			

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

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

13a		%
13b		%

 - a The organization's facility
 - b An outside facility
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: SCHLAX SPONSORSHIP MARKETING

(I) ADDRESS OF FUNDRAISER:

2646 DES PLAINES AVE., NORTH RIVERSIDE, IL 60060

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

OPENLANDS

Employer identification number

36-2649603

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2010

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 GERALD W. ADELMANN	(i) 157430.	(ii) 0.	(iii) 0.	0.	7897.	165327.	0.
2	(i)	(ii)	(iii)				0.
3	(i)	(ii)	(iii)				0.
4	(i)	(ii)	(iii)				0.
5	(i)	(ii)	(iii)				0.
6	(i)	(ii)	(iii)				0.
7	(i)	(ii)	(iii)				0.
8	(i)	(ii)	(iii)				0.
9	(i)	(ii)	(iii)				0.
10	(i)	(ii)	(iii)				0.
11	(i)	(ii)	(iii)				0.
12	(i)	(ii)	(iii)				0.
13	(i)	(ii)	(iii)				0.
14	(i)	(ii)	(iii)				0.
15	(i)	(ii)	(iii)				0.
16	(i)	(ii)	(iii)				0.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

OPENLANDS

Employer identification number

36-2649603

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

HABITAT AND TO GIVE VISITORS A SENSE OF THE VAST PRAIRIES, WOODLANDS,
AND WETLANDS THAT WERE HERE BEFORE THE CITIES.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

EFFECTIVE OCTOBER 1, 2010, THE NET ASSETS OF CORPORATION FOR OPENLANDS
(FEIN 36-2959993) WERE MERGED INTO THE ORGANIZATION AND CORPORATION FOR
OPENLANDS CEASED OPERATIONS. CORPORATION FOR OPENLANDS WAS PREVIOUSLY
A RELATED TAX-EXEMPT ORGANIZATION (501 C-3) WHOSE PRIMARY ACTIVITY WAS
LAND PRESERVATION. THE MOST SIGNIFICANT PROGRAM SERVICE OF CORPORATION
FOR OPENLANDS, ECOLOGICAL RESTORATION, IS NOW PERFORMED BY OPENLANDS.
THE ARTICLES OF MERGER OR CONSOLIDATION DULY ACCEPTED BY THE STATE OF
ILLINOIS SECRETARY OF STATES OFFICE AS WELL AS THE AGREEMENT AND PLAN
OF MERGER ARE ATTACHED TO THIS RETURN.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

LAND ACQUISITION - OPENLANDS SERVED AS AN OPEN SPACE LAND ACQUISITION
CONSULTANT, PROVIDING TECHNICAL ASSISTANCE TO GOVERNMENT ENTITIES THAT
OWN AND MANAGE PROPERTY IN NORTHEASTERN ILLINOIS AND THE SURROUNDING
REGION. WE PROVIDE A WIDE RANGE OF SERVICES INCLUDING MANAGING THE DUE
DILLIGENCE PROCESS, PROVIDING INTERIM FINANCING AND SERVING AS A
SHORT-TERM LAND OWNER. A PORTION OF OUR WORK INCLUDES PURCHASING AND
PLACING CONSERVATION EASEMENTS ON PROPERTIES ALONG THE KISHWAUKEE RIVER
AND PISCASAW CREEK FOR THE BOONE COUNTY CONSERVATION DISTRICT AND
ONGOING ACQUISITIONS FOR PARK SPACE IN THE CITY OF CHICAGO.

EXPENSES \$ 319245. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
032211
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

OPENLANDS

Employer identification number

36-2649603

GREENWAYS - WORK TO DEVELOP A WEB OF GREEN THAT TIES OUR REGION TOGETHER. WE WORK WITH LOCAL GOVERNMENTS AND THE PUBLIC TO ESTABLISH, EXPAND, AND PROTECT GREENWAYS-LINEAR OPEN SPACES-AND LAND AND WATER TRAIL NETWORKS THROUGHOUT NORTHEASTERN ILLINOIS AND THE SURROUNDING REGION. THIS YEAR WE WORKED TO COMPLETE 500 MILES OF PADDLING TRAILS IN OUR REGION PERHAPS HIGHLIGHTED BY KAYAKERS CROSSING THE LAKE MICHIGAN PORTION OF THE TRAIL FROM CHICAGO TO THE INDIANA DUNES. EXPENSES \$ 308309. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

POLICY - CAUSE SYSTEMIC CHANGES THAT PROTECT AND ENHANCE OPEN SPACE AND NATURAL RESOURCES THROUGHOUT NORTHEASTERN ILLINOIS. WE ACHIEVE THIS BY CONDUCTING COMPREHENSIVE RESEARCH, DEVELOPING REPORTS AND PUBLIC POLICIES, ADVOCATING FOR THE ADOPTION OF THESE POLICIES, AND PROVIDING ADVICE AND INFORMATION TO INDIVIDUALS, COMMUNITY GROUPS, AND OTHER ORGANIZATIONS PROTECTING LAND AND WATER FOR PUBLIC ENJOYMENT. WE CONTINUE TO ASSIST THE GRASSROOTS EFFORT TO CREATE A NATIONAL WILDLIFE REFUGE BETWEEN CHICAGO AND MILWAUKEE. THE LANDSCAPE OF THE PLANNED REFUGE IS RICH IN BIODIVERSITY WHILE BEING IN CLOSE PROXIMITY TO MILLIONS OF RESIDENTS FOR RECREATION. EXPENSES \$ 290008. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

COMMUNICATIONS - WORK TO DISSEMINATE INFORMATION ABOUT THE ABOVE PROGRAMS EXPENSES \$ 195279. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 4: EFFECTIVE OCTOBER 1, 2010, THE NET ASSETS OF CORPORATION FOR OPENLANDS (FEIN 36-2959993) WERE MERGED INTO THE

032212
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

OPENLANDS

Employer identification number

36-2649603

ORGANIZATION AND CORPORATION FOR OPENLANDS CEASED OPERATIONS. CORPORATION FOR OPENLANDS WAS PREVIOUSLY A RELATED TAX-EXEMPT ORGANIZATION (501 C-3) WHOSE PRIMARY ACTIVITY WAS LAND PRESERVATION. THE MOST SIGNIFICANT PROGRAM SERVICE OF CORPORATION FOR OPENLANDS, ECOLOGICAL RESTORATION, IS NOW PERFORMED BY OPENLANDS. THE ARTICLES OF MERGER OR CONSOLIDATION DULY ACCEPTED BY THE STATE OF ILLINOIS SECRETARY OF STATES OFFICE AS WELL AS THE AGREEMENT AND PLAN OF MERGER ARE ATTACHED TO THIS RETURN. FURTHERMORE, OPENLANDS AMENDED ITS BYLAWS TO REFLECT THE MERGER.

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION'S CONTROLLER WORKS CLOSELY WITH THE FORM 990 PREPARER IN ANSWERING ALL QUESTIONS ON THE FORM AS WELL AS PROVIDING ACCURATE FINANCIAL AND OTHER INFORMATION FOR INCLUSION. A DRAFT OF THE FORM IS THEN REVIEWED BY THE CHIEF OPERATING OFFICER AND CONTROLLER PRIOR TO FINALIZATION. ANY CHANGES THEY DETERMINE ARE REQUIRED ARE INCORPORATED INTO THE FORM PRIOR TO FILING. A COPY OF THE FORM 990 IS PROVIDED TO THE ORGANIZATION'S GOVERNING BOARD BEFORE IT IS FILED.

FORM 990, PART VI, SECTION B, LINE 12C: ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENTS ARE PROVIDED BY THE OFFICERS AND DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 15: A REVIEW OF COMPENSATION FOR COMPARABLE POSITIONS IN OTHER SIMILAR ORGANIZATIONS WAS DONE.

FORM 990, PART VI, SECTION C, LINE 18: FORMS 1023 AND 990/990T ARE MADE AVAILABLE UPON REQUEST.

FORM 990, PART VI, SECTION C, LINE 19: OPENLANDS MAKES ITS GOVERNING

Name of the organization

OPENLANDS

Employer identification number

36-2649603

DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS: -54628.

NET ASSETS OF MERGED ENTITY - CORPORATION FOR OPEN LANDS

(FEIN 36-2959993) 23384458.

TOTAL TO FORM 990, PART XI, LINE 5 23329830.

FORM NFP 111.25 (rev. Dec. 2003)
ARTICLES OF MERGER
OR CONSOLIDATION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

FILED

OCT 01 2010

Remit payment in the form of a
check or money order payable
to the Secretary of State.

JESSE WHITE
SECRETARY OF STATE

File # 4825 737 2 Filing Fee: \$25.00 Approved lt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable word in items 1, 3 and 4.

1. Names of the corporations proposing to ^{merge} ~~consolidate~~, and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation	File Number
<u>OPENLANDS</u>	<u>ILLINOIS</u>	<u>4825-737-2</u>
<u>CORPORATION FOR OPEN LANDS</u>	<u>ILLINOIS</u>	<u>5130-594-9</u>

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the ^{surviving} ~~new~~ corporation: OPENLANDS

and it shall be governed by the laws of: ILLINOIS

4. The plan of ^{merger} ~~consolidation~~ is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

See Exhibit A attached hereto and made a part hereof.

5. The plan of ~~AMERICAN~~ merger was approved, (a) as to each corporation not incorporated in Illinois, in compliance with the laws of the state under which it is incorporated, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

OPENLANDS

CORPORATION FOR OPEN LANDS

6. (Not applicable if surviving or new corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

7. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated September 30, 2010
(Month & Day) (Year)

OPENLANDS
(Exact Name of Corporation)

Carrie C. McNally
(Any Authorized Officer's Signature)

Carrie C. McNally Secretary
(Type or Print Name and Title)

Dated September 30, 2010
(Month & Day) (Year)

CORPORATION FOR OPEN LANDS
(Exact Name of Corporation)

[Signature]
(Any Authorized Officer's Signature)

GERNOU. ADELHANN, PRESIDENT & CEO
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

(Exact Name of Corporation)

(Any Authorized Officer's Signature)

(Type or Print Name and Title)



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 1, 2010

4825-737-2

NATIONAL CORPORATE RESEARCH
520 S SECOND ST STE 403
SPRINGFIELD IL 62701

RE OPENLANDS

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION. THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICES OF THE COUNTY RECORDERS OFFICE OF THE COUNTIES IN WHICH THE REGISTERED OFFICE OF THE MERGING CORPORATIONS ARE LOCATED AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT. IN ORDER TO COMPLY WITH ARTICLE 6 OF THE COUNTIES CODE, AS AMENDED JANUARY 1, 1995, THE PAGES OF THIS DOCUMENT MUST BE SEPARATED BEFORE IT IS PRESENTED FOR RECORDING.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

EXHIBIT A

Agreement and Plan of Merger for
CORPORATION FOR OPEN LANDS

(an Illinois not for profit corporation)

with and into

OPENLANDS

(an Illinois not for profit corporation)

This Agreement and Plan of Merger ("Agreement") is made by and among Openlands, an Illinois not for profit corporation (the "Surviving Corporation"), and Corporation for Open Lands, an Illinois not for profit corporation (the "Merging Corporation"). The parties hereto are sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, each of the Constituent Corporations is a corporation duly formed and existing under the provisions of the Illinois General Not For Profit Corporation Act (the "NFP Act");

WHEREAS, the members and/or the governing boards of each of the Constituent Corporations has each determined that it is in the best interests of each Constituent Corporation that the Merging Corporation be merged with and into the Surviving Corporation (the "Merger") pursuant to the terms of this Agreement and in accordance with the laws of the State of Illinois; and

WHEREAS, Constituent Corporations have taken the appropriate corporate action to approve the Merger.

NOW, THEREFORE, in consideration of the promises and the terms and conditions herein set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

ARTICLE I

MERGER

The Merging Corporation shall merge with and into the Surviving Corporation, in accordance with the applicable provisions of the NFP Act and all other applicable laws of the State of Illinois. The Merging Corporation has obtained all necessary corporate approvals for the Merger. The Articles of Merger and Agreement shall be duly executed by the appropriate officers of the Merging Corporation and Surviving Corporation and shall be filed with the

Secretary of State of the State of Illinois. The Merger shall be effective as of October 1, 2010 (the "Effective Date").

ARTICLE II

EFFECTS OF THE MERGER

Upon the Effective Date, as provided in the applicable laws of the State of Illinois:

1. The separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue to be an Illinois not for profit corporation.
2. The Surviving Corporation shall possess all the rights, privileges, immunities, and franchises of a public or private nature of the Merging Corporation.
3. The members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of the Surviving Corporation from and after the Effective Date until the election and qualification of their respective successors. The elected officers of the Surviving Corporation, who shall continue in office at the pleasure of the Board of Directors of the Surviving Corporation, shall be the elected officers of the Surviving Corporation from and after the Effective Date, until the election and qualification of their respective successors.
4. All property, real, personal and mixed, tangible and intangible and all debts due on whatever account, and all other choses in action, and all and every other right or interest, of or belonging to or due to the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed.
5. The title to any real estate, or any interest therein, vested in the Merging Corporation's shall not revert or be in any way impaired by reason of the Merger.
6. If the Merging Corporation shall be or shall have been designated as legatee, devisee or beneficiary in any will, trust agreement, trust conveyance, or other conveyance or instrument whatsoever prior to the Merger, even though such will, trust agreement, trust conveyance or other conveyance or instrument shall not become operative or effective until after the Merger shall have become effective, every such legacy, devise or benefit shall vest in, devolve upon and inure to and be received and enjoyed by the Surviving Corporation.
7. The Surviving Corporation shall be responsible and liable for all liabilities and obligations of the Merging Corporation and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of the Merging Corporation. Neither the right of creditors nor any liens upon the property of Merging Corporation's shall be impaired by the Merger.

ARTICLE III
CORPORATE DOCUMENTS

Upon the *Effective Date*, the Articles of Incorporation and the Bylaws of the Surviving Corporation shall continue as the Articles of Incorporation and the Bylaws of the surviving corporation.

ARTICLE IV
MISCELLANEOUS

Except as otherwise expressly provided in this Agreement, nothing herein, either express or implied, is intended, or shall be construed, to confer upon or to give to any person, firm, or corporation, other than the Constituent Corporations, any rights or remedies under or by reason of this Merger.

{Remainder of page intentionally left blank – signature page follows}

ACCEPTED AND AGREED:

CORPORATION FOR OPEN LANDS

By: _____

OPENLANDS

By: _____
