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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MARINE CORPS ASSOCIATION Doing Business As	D Employer identification number 54-0460860
	Number and street (or P O box if mail is not delivered to street address) Room/suite 715 BROADWAY STREET	E Telephone number (703) 640-0165
	City or town, state or country, and ZIP + 4 QUANTICO, VA 22134	G Gross receipts \$ 12,803,646
	F Name and address of principal officer MAGJEN EDWARD USHER USMC 715 BROADWAY STREET QUANTICO, VA 22134	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number

I Tax-exempt status 501(c)(3) 501(c) (19) (Insert no) 4947(a)(1) or 527

J Website: WWW.MCA-MARINES.ORG

K Form of organization Corporation Trust Association Other **L** Year of formation 1972 **M** State of legal domicile DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE MISSION OF THE MARINE CORPS ASSOCIATION IS TO SUPPORT THE MARINE CORPS BY DISSEMINATING KNOWLEDGE OF MILITARY ART AND SCIENCE AMONG MARINES, PROVIDE OPPORTUNITIES FOR PROFESSIONAL DEVELOPMENT FOR MARINES AND TO FOSTER THE SPIRIT AND PRESERVE THE TRADITIONS OF THE MARINE CORPS THROUGHOUT THE MARINE CORPS FAMILY				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	25		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	25		
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	135		
	6 Total number of volunteers (estimate if necessary)	6	25		
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,083,406		
b Net unrelated business taxable income from Form 990-T, line 34	7b	-2,000			
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	73,072	Current Year	0
	9 Program service revenue (Part VIII, line 2g)		4,446,641		4,659,062
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		-58,778		45,479
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		4,332,556		4,042,765
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		8,793,491		8,747,306
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0	
14 Benefits paid to or for members (Part IX, column (A), line 4)			0		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			4,456,536		4,965,633
16a Professional fundraising fees (Part IX, column (A), line 11e)			0		0
b Total fundraising expenses (Part IX, column (D), line 25) 0					
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)			3,458,942		3,953,104
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)			7,915,478		9,123,258
19 Revenue less expenses Subtract line 18 from line 12		878,013		-375,952	
Net Assets or Fund Balances		Beginning of Current Year		End of Year	
	20 Total assets (Part X, line 16)		16,260,153		15,992,740
	21 Total liabilities (Part X, line 26)		3,438,685		3,809,894
22 Net assets or fund balances Subtract line 21 from line 20		12,821,468		12,182,846	

Part II Signature Block

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

Sign Here	***** Signature of officer	2012-11-15 Date
	JOHNNA EBEL DIRECTOR OF FINANCE Type or print name and title	

Paid Preparer's Use Only	Preparer's signature ANGEL NGANDO	Date	Check if self-employed <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions) P00719222
	Firm's name (or yours if self-employed), address, and ZIP + 4 CLIFTONLARSONALLEN LLP 4250 N FAIRFAX DRIVE SUITE 1020 ARLINGTON, VA 22203			EIN 41-0746749 Phone no (571) 227-9500

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission
THE MISSION OF THE MARINE CORPS ASSOCIATION IS TO SUPPORT THE MARINE CORPS BY DISSEMINATING KNOWLEDGE OF MILITARY ART AND SCIENCE AMONG MARINES, PROVIDE OPPORTUNITIES FOR PROFESSIONAL DEVELOPMENT FOR MARINES AND TO FOSTER THE SPIRIT AND PRESERVE THE TRADITIONS OF THE MARINE CORPS THROUGHOUT THE MARINE CORPS FAMILY

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured 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 \$ including grants of \$) (Revenue \$)
RETAIL OPERATIONS SINCE THE MARINE CORPS ASSOCIATION IS THE PREMIER PROVIDER OF ALL IN-PRINT BOOKS LISTED ON THE MARINE CORPS PROFESSIONAL READING PROGRAM, IT OPERATES A RETAIL BOOK SERVICE (BOTH ONLINE AND THROUGH BRICK AND MORTAR STORES) FOR THE CONVENIENCE OF MEMBERS IN BUILDING THEIR OWN PROFESSIONAL LIBRARIES BOOKSTORES ARE LOCATED IN CAMP LEJEUNE, NORTH CAROLINA AND WITHIN THE MARINE SHOP IN QUANTICO, VIRGINIA THE MAIL ORDER SERVICE IS LOCATED IN QUANTICO, VIRGINIA, IN THE MARINE CORPS ASSOCIATION HEADQUARTERS WITH THE PURCHASE OF THE MARINE SHOP IN QUANTICO, VIRGINIA, IN JANUARY, 2007, THE MARINE CORPS ASSOCIATION IS NOW ABLE TO OFFER QUALITY UNIFORMS, ACCESSORIES AND SERVICES TO ALL MARINES THESE PRODUCTS AND SERVICES COMPLEMENT MARINE CORPS ASSOCIATION'S OTHER PROFESSIONAL OFFERINGS AND ENABLE MARINE CORPS ASSOCIATION TO BETTER SERVE ALL MARINES' NEEDS














4b (Code) (Expenses \$ including grants of \$) (Revenue \$)
PUBLICATIONS AND MEMBERSHIP THE MARINE CORPS ASSOCIATION PRODUCES TWO MONTHLY PUBLICATIONS, THE "MARINE CORPS GAZETTE" AND THE "LEATHERNECK " THE "MARINE CORPS GAZETTE'S" MISSION HAS REMAINED UNCHANGED DURINGS IT'S 90 YEARS OF PUBLICATION THAT IS "TO PROVIDE A FORUM FOR THE EXCHANGE OF IDEAS THAT WILL ADVANCE KNOWLEDGE, INTEREST AND ESPRIT IN THE MARINE CORPS" THE "LEATHERNECK" MAGAZINE CONTINUES ITS COMMITMENT TO TELLING THE CORPS' STORY WITH ARTICLES ON ITS ILLUSTRIOUS HISTORY, CURRENT OPERATIONS AND EXERCISES, CONTINUING UPDATES ON THE ORGANIZATION AND EQUIPMENT OF MARINES, AND PLANS FOR THE FUTURE THESE MAGAZINES ARE OFFERED AS PART OF THE BENEFITS OF MCA MEMBERSHIP

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

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

4e Total program service expenses \$

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>		No
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
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>		No
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>		
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>		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which 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> 		No
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> 		No
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> 		No
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> 		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 	Yes	
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> 	Yes	
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> 	Yes	
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> 		No
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> 		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 		No
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> 	Yes	
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> 		No
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> 	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I</i>		No
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 U S ? <i>If "Yes," complete Schedule F, Part II and IV</i>		No
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 U S ? <i>If "Yes," complete Schedule F, Part III and IV</i>		No
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>		No
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>		No
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>		No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements		

Part IV Checklist of Required Schedules (continued)

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> <input checked="" type="checkbox"/>	21	Yes	
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> <input checked="" type="checkbox"/>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 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> <input checked="" type="checkbox"/>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
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>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	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 owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
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>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	32		No
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> <input checked="" type="checkbox"/>	33		No
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> <input checked="" type="checkbox"/>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	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 checked="" type="checkbox"/>	35b		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>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> <input checked="" type="checkbox"/>	37		No
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	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No columns. Rows include questions 1a through 14b regarding Form 1096, W-2G forms, employee reporting, foreign accounts, and charitable trusts.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (25), 1b (25), 2 (No), 3 (No), 4 (No), 5 (No), 6 (Yes), 7a (No), 7b (No), 8a (Yes), 8b (Yes), 9 (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b, 11a (Yes), 11b, 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (Yes), 16a (No), 16b.

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed [X] VA, NC, CA
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. THE ORGANIZATION, 715 BROADWAY ST, QUANTICO, VA 22134, (703) 640-0165

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

(A) Name and Title	(B) Average hours per week per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							820,494	112,472	80,163	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **4**

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

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 Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
PUBLISHERS PRESS PO BOX 37500 LOUISVILLE, KY 40233	MAGAZINE PUBLISHING	698,366
ANTHEM HEALTH PLANS OF VA INC PO BOX 580494 CHARLOTTE, NC 28258	ANTHEM HEALTH PLANS OF VA, INC	275,986
ACCENT UNIFORMS INC 200 SAVILLE AVE EDDYSTONE, PA 19022	CUT AND SWE UNIFORMS	267,907
MILITARY MEDIA LLC 634 77TH ST BROOKLYN, NY 11205	ADVERTISING SALES	213,847

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **4**

Part VIII Statement of Revenue

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f					
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f ▶					
Program Service Revenue	2a	MEMBERSHIP DUES	900099	1,846,567	1,846,567		
	b	LEATHERNECK MAGAZINE	541800	931,725	345,426	586,299	
	c	PROFESSIONAL DEVELOPME	900099	867,614		867,614	
	d	MARINE CORPS GAZETTE	541800	545,003	47,896	497,107	
	e	ENDORSEMENT FEES	900099	360,740		360,740	
	f	All other program service revenue		107,413		107,413	
	g	Total. Add lines 2a-2f ▶		4,659,062			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		45,479		45,479	
	4	Income from investment of tax-exempt bond proceeds . . ▶					
	5	Royalties ▶		207,373		207,373	
	6a		(i) Real				
			54,996				
		b	Less rental expenses		0		
		c	Rental income or (loss)		54,996		
	d	Net rental income or (loss) ▶		54,996		54,996	
	7a		(i) Securities				
			(ii) Other				
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
	d	Net gain or (loss) ▶					
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a					
b	Less direct expenses b						
c	Net income or (loss) from fundraising events . . ▶						
9a	Gross income from gaming activities See Part IV, line 19 a						
b	Less direct expenses b						
c	Net income or (loss) from gaming activities . . ▶						
10a	Gross sales of inventory, less returns and allowances a						
			7,525,513				
b	Less cost of goods sold b		4,056,340				
c	Net income or (loss) from sales of inventory . . ▶		3,469,173	3,469,173			
	Miscellaneous Revenue	Business Code					
11a	OTHER INCOME	900099	311,223		311,223		
b	_____						
c	_____						
d	All other revenue						
e	Total. Add lines 11a-11d ▶		311,223				
12	Total revenue. See Instructions ▶		8,747,306	5,709,062	1,083,406	1,954,838	

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)

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

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 United States See Part IV, line 21	204,521			
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	544,924			
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	3,761,281			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	118,145			
9	Other employee benefits	211,950			
10	Payroll taxes	329,333			
11	Fees for services (non-employees)				
a	Management				
b	Legal	51,762			
c	Accounting	51,976			
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees	1,114			
g	Other	28,515			
12	Advertising and promotion	611,662			
13	Office expenses	440,520			
14	Information technology	142,415			
15	Royalties				
16	Occupancy	86,040			
17	Travel	37,494			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	433,810			
20	Interest	3,981			
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	343,785			
23	Insurance	70,894			
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	PUBLICATION EXPENSE	1,453,417			
b	REPAIRS AND MAINTENANCE	110,802			
c	INCOME TAX	42,619			
d	MISCELLANEOUS EXPENSE	35,538			
e					
f	All other expenses	6,760			
25	Total functional expenses. Add lines 1 through 24f	9,123,258			
26	Joint costs. Check here <input checked="" 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)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	1,222,613	1	917,460
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	335,392	4	793,167
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	1,875,694	8	1,845,362
	9 Prepaid expenses and deferred charges	94,275	9	131,952
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10,606,651		
	b Less accumulated depreciation	6,207,373	10c	4,399,278
	11 Investments—publicly traded securities	1,442,557	11	1,460,168
	12 Investments—other securities See Part IV, line 11	6,680,975	12	6,445,353
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	16,260,153	16	15,992,740	
Liabilities	17 Accounts payable and accrued expenses	555,056	17	858,352
	18 Grants payable		18	
	19 Deferred revenue	2,783,717	19	2,880,292
	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	99,912	23	71,250
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	3,438,685	26	3,809,894
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	12,530,873	27	11,939,151
	28 Temporarily restricted net assets	235,495	28	188,595
	29 Permanently restricted net assets	55,100	29	55,100
	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	12,821,468	33	12,182,846	
34 Total liabilities and net assets/fund balances	16,260,153	34	15,992,740	

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	8,747,306
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,123,258
3	Revenue less expenses Subtract line 2 from line 1	3	-375,952
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	12,821,468
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-262,670
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	12,182,846

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	Yes	
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 <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated 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?		No
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		

Additional Data

Software ID:
Software Version:
EIN: 54-0460860
Name: MARINE CORPS ASSOCIATION

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
COL CATHERINE D BARKER DIRECTOR	2 00	X					0	0	0	
LT GEN ROBERT R BLACKMAN JR DIRECTOR	2 00	X					0	0	0	
BGEN JOSEPH COMPOSTO USMC (RET) DIRECTOR	2 00	X					0	0	0	
THOMAS CORZINE DIRECTOR	2 00	X					0	0	0	
COL WILLIAM COSTANTINI DIRECTOR	2 00	X					0	0	0	
MAJ GEN ANDREW DAVIS USMC (RET) DIRECTOR	2 00	X					0	0	0	
SGT MAJ KIM EUGENE DAVIS DIRECTOR	2 00	X					0	0	0	
BGEN THOMAS V DRAUDE USMC (RET) DIRECTOR	2 00	X					0	0	0	
LT GEN EARL B HAILSTON USMC (RET) DIRECTOR	2 00	X					0	0	0	
MICHAEL HEGARTY DIRECTOR	2 00	X					0	0	0	
JAY S HOLMES DIRECTOR	2 00	X					0	0	0	
MAJ GEN HARRY W JENKINS USMC (RET) DIRECTOR	2 00	X					0	0	0	
MAJ GEN JAMES A KESSLER USMC, DIRECTOR	2 00	X					0	0	0	
BGEN JIM LARIVIERE USMC, DIRECTOR	2 00	X					0	0	0	
MR THOMAS J LEINENKUGEL DIRECTOR	2 00	X					0	0	0	
COL JOHN LOWRY III DIRECTOR	2 00	X					0	0	0	
MICHAEL MARTZ DIRECTOR	2 00	X					0	0	0	
COL MATTHEW MCGARVEY DIRECTOR	2 00	X					0	0	0	
MR JAMES MOSEL DIRECTOR	2 00	X					0	0	0	
COL DANIEL P OBRIEN DIRECTOR	2 00	X					0	0	0	
MAJ GEN EUGENE PAYNE JR DIRECTOR	2 00	X					0	0	0	
COL HELEN G PRATT DIRECTOR	2 00	X					0	0	0	
LT COL GREG REEDER DIRECTOR	2 00	X					0	0	0	
MR BURTON 'SKIP' SACK DIRECTOR	2 00	X					0	0	0	
COL GEORGE W SMITH JR USMC, DIRECTOR	2 00	X					0	0	0	

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
COL STEPHEN D WALDRON DIRECTOR	2 00	X						0	0	0
MGY SGT STEVE WILLIAMS DIRECTOR	2 00	X						0	0	0
MAJ GEN EDWARD USHER USMC (RET), PRESIDENT & CEO	40 00			X				179,921	44,980	791
JOHN ESSLINGER COO	40 00			X				207,927	0	35,268
JOHNNA EBEL DIR OF FINANCE & TREASURER	40 00			X				64,798	7,200	11,796
WALTER FORD COLONEL USMC (RET)	40 00					X		107,254	0	0
JOHN KEENAN USMC (RET) EDITOR	40 00					X		87,692	29,230	28,338
LEEANN MITCHELL MCA EVENTS & MCAF DIR OF FOUNDATION	40 00					X		72,479	31,062	3,970
NORA LYNN KHANNA DIRECTOR OF RETAIL	40 00					X		100,423	0	0

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization MARINE CORPS ASSOCIATION

Employer identification number 54-0460860

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X

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

a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

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

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

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

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

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

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

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	48,807	45,100	45,100	50,069	
b Contributions					
c Investment earnings or losses	-652	3,707	2,023	-4,969	
d Grants or scholarships					
e Other expenditures for facilities and programs	3,055		2,023		
f Administrative expenses					
g End of year balance	45,100	48,807	45,100	45,100	

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

- a** Board designated or quasi-endowment
- b** Permanent endowment 100 000 %
- c** Term endowment

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		106,000		106,000
b Buildings		8,620,949	4,735,335	3,885,614
c Leasehold improvements				
d Equipment		1,854,702	1,448,288	406,414
e Other		25,000	23,750	1,250
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				4,399,278

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

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

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	

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

1	Total expenses and losses per audited financial statements	1	
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	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	ENDOWMENT FUNDS ARE USED TO GENERATE EARNINGS TO SUPPORT WRITING AND ACADEMIC AWARDS GIVEN TO MARINES. WRITING AWARDS ARE GIVEN TO MARINES FOR ESSAY CONTESTS IN THE FOLLOWING AREAS: LEADERSHIP, COMBAT INNOVATION, STATE OF THE CORPS AND BOLDNESS AND DARING. ACADEMIC AWARDS ARE GIVEN FROM THESE FUNDS TO THE GRADUATES OF OFFICER CANDIDATE SCHOOL AND THE BASIC SCHOOL WITH THE HIGHEST ACADEMIC AVERAGES.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	MARINE CORPS ASSOCIATION AND MARINE CORPS ASSOCIATION FOUNDATION ARE TAX-EXEMPT, BUT ARE BOTH SUBJECT TO INCOME TAXES ON UNRELATED BUSINESS ACTIVITIES. MARINE CORPS ASSOCIATION AND MARINE CORPS ASSOCIATION FOUNDATION HAVE ADOPTED THE GUIDANCE ON THE INCOME TAX STANDARD REGARDING THE RECOGNITION AND MEASUREMENT OF UNCERTAIN TAX POSITIONS. THE ADOPTION OF THIS STANDARD HAD NO IMPACT ON THE CONSOLIDATED FINANCIAL STATEMENTS. BOTH ORGANIZATIONS FILE AS A TAX-EXEMPT ORGANIZATION. SHOULD THE TAX-EXEMPT STATUS OF MARINE CORPS ASSOCIATION BE CHALLENGED IN THE FUTURE, THE 2007, 2008 AND 2009 TAX YEARS ARE OPEN FOR EXAMINATION BY THE IRS.

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

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

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

Identifier	Return Reference	Explanation
SCHEDULE I, PART I, LINE 2		THE GRANT IS TO A RELATED 501(C)(3)ORGANIZATION TO SUPPORT THEIR OPERATIONS

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
MARINE CORPS ASSOCIATION

Employer identification number

54-0460860

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 idemnification 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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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 checked="" type="checkbox"/> Compensation committee | <input checked="" 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 checked="" type="checkbox"/> Approval by the board or compensation committee |

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

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(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) MAJ GEN EDWARD USHER	(i)	179,921	0	0	0	633	180,554	0
	(ii)	44,980	0	0	0	158	45,138	0
(2) JOHN ESSLINGER	(i)	207,927	0	0	31,063	4,205	243,195	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
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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 to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization
MARINE CORPS ASSOCIATION

Employer identification number

54-0460860

Identifier	Return Reference	Explanation
CHANGES IN PROGRAM SERVICES	FORM 990, PART III, LINE 3	MCA SPONSORS DINNERS AND LUNCHEONS TO RECOGNIZE AND DEVELOP MARINE EXCELLENCE. ATTENDEES AT THESE EVENTS HAVE THE OPPORTUNITY TO COME TOGETHER FOR LIVELY DISCUSSIONS AND TO LISTEN TO NOTEWORTHY KEY SPEAKERS DISCUSS TOPICS THAT ARE CRITICAL TO THE MARINE CORPS.
	FORM 990, PART VI, SECTION A, LINE 1	THE BOARD DELEGATES AUTHORITY TO THE AUDIT AND EXECUTIVE COMMITTEES TO ACT ON ITS BEHALF DURING THE YEAR. ALL OF THE COMMITTEE MEMBERS ARE MEMBERS OF THE BOARD OF GOVERNORS. THE AUDIT COMMITTEE CONTRACTS WITH AUDITORS FOR ANNUAL AUDIT AND TAX SERVICES. THE EXECUTIVE COMMITTEE HAS THE AUTHORITY TO ACT ON BEHALF OF THE BOARD FOR THOSE MATTERS THAT ARE CONSIDERED ROUTINE IN NATURE. ANY ACTIONS TAKEN BY THE EXECUTIVE COMMITTEE ARE RATIFIED BY THE BOARD AT THEIR NEXT REGULARLY SCHEDULED MEETING.
	FORM 990, PART VI, SECTION A, LINE 6	AS THE PROFESSIONAL ASSOCIATION OF MARINES, THE ORGANIZATION HAS A LARGE NUMBER OF MEMBERS WHO JOIN TO PROMOTE THE ASSOCIATION'S MISSION, RECEIVE THE MAGAZINES PUBLISHED BY THE ASSOCIATION, ATTEND EVENTS AND RECEIVE OTHER BENEFITS ASSOCIATED WITH BEING A MEMBER.
	FORM 990, PART VI, SECTION B, LINE 11	THE ASSOCIATION'S CEO, COO AND AUDIT COMMITTEE WILL REVIEW THE DRAFT FORM 990 BEFORE IT IS FILED. THEY WILL REVIEW THE 990 AND RETURN ANY COMMENTS TO THE DIRECTOR OF FINANCE. AN ELECTRONIC COPY OF THE 990 IS PROVIDED TO ALL BOARD MEMBERS PRIOR TO FILING.
	FORM 990, PART VI, SECTION B, LINE 12C	ALL MEMBERS OF THE BOARD ARE REQUIRED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE STATEMENT ON AN ANNUAL BASIS. THE STATEMENT ASKS THE INDIVIDUALS TO LIST ANY PROFESSIONAL, BUSINESS OR VOLUNTEER POSITION THAT MIGHT GIVE RISE TO CONFLICTS WITH THEIR POSITION ON THE BOARD. IN ADDITION, IT ASKS FOR DISCLOSURE IN ALL INSTANCES IN WHICH THE BOARD MEMBER MAY BE A VENDOR, EMPLOYED OR CONSULTING WITH A VENDOR TO THE ASSOCIATION. ANY POSSIBLE CONFLICTS THAT ARE DISCLOSED ARE REVIEWED BY COUNSEL. IN ADDITION, THE ASSOCIATION HAS A CONFLICT OF INTEREST POLICY WITHIN ITS HANDBOOK, WHICH IS DISTRIBUTED TO ALL EMPLOYEES. EMPLOYEES SIGN A FORM INDICATING THEY HAVE READ THE HANDBOOK. THE CONFLICT OF INTEREST POLICY IS EXPLAINED IN THE HANDBOOK WITH SPECIFIC INSTRUCTIONS ON HOW TO REPORT AN ACTUAL OR POTENTIAL CONFLICT. SUPERVISORS ARE NOTIFIED AND THE CHIEF OPERATING OFFICER EVALUATES THESE REPORTS AND INSTRUCTS THE EMPLOYEE AS TO THE PROPER COURSE OF ACTION.
	FORM 990, PART VI, SECTION B, LINE 15	THE EXECUTIVE COMMITTEE DETERMINES THE COMPENSATION FOR THE CEO USING INFORMATION SUCH AS PERFORMANCE, SALARY DATA AND EXPERIENCE. THIS PROCESS WAS LAST PERFORMED IN 2010. THE CEO AND COO ESTABLISH COMPENSATION OF THESE PERSONS USING INFORMATION SUCH AS SALARY DATA FOR THE POSITION FROM OUTSIDE SOURCES, PERFORMANCE AND EXPERIENCE. THIS PROCESS WAS CONDUCTED DURING 2010.
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.
ALLOCATION OF TIME	FORM 990, PART VII, LINE 1	THE BELOW LISTED OFFICERS AND DIRECTORS ALLOCATE THEIR TIME BETWEEN THE TWO RELATED ORGANIZATIONS OF THE MARINE CORPS ASSOCIATION AND THE MARINE CORPS ASSOCIATION FOUNDATION AS FOLLOWS: MAJOR GENERAL HARRY JENKINS MARINE CORPS ASSOCIATION 2 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 2 HOURS PER WEEK MAJOR GENERAL ANDREW DAVIS MARINE CORPS ASSOCIATION 2 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 2 HOURS PER WEEK MR BURTON 'SKIP' SACK MARINE CORPS ASSOCIATION 2 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 2 HOURS PER WEEK MR THOMAS J LEINENKUGEL MARINE CORPS ASSOCIATION 2 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 2 HOURS PER WEEK MAJOR GENERAL EUGENE PAYNE MARINE CORPS ASSOCIATION 2 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 2 HOURS PER WEEK MR MICHAEL HEGARTY MARINE CORPS ASSOCIATION 2 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 2 HOURS PER WEEK BRIGADIER GENERAL JOSEPH COMPOSTO MARINE CORPS ASSOCIATION 2 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 2 HOURS PER WEEK MAJOR GENERAL ED USHER MARINE CORPS ASSOCIATION 35 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 5 HOURS PER WEEK MS JOHNNA EBEL MARINE CORPS ASSOCIATION 35 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 5 HOURS PER WEEK MS LEANN MITCHELL MARINE CORPS ASSOCIATION 35 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 5 HOURS PER WEEK MR JOHN KEENAN MARINE CORPS ASSOCIATION 35 HOURS PER WEEK MARINE CORP ASSOCIATION FOUNDATION 5 HOURS PER WEEK.
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -262,670

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization
MARINE CORPS ASSOCIATION

Employer identification number

54-0460860

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) MARINE CORPS ASSOCIATION FOUNDATION 715 BROADWAY STREET QUANTICO, VA 22134 80-0340923	TO SUPPORT THE MARINE CORPS	DC	501(C)(3)	LINE 7	MARINE CORPS ASSOCIATION	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses

- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b	Yes	
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m	Yes	
1n	Yes	
1o		No
1p		No
1q		No
1r		No

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) MARINE CORPS ASSOCIATION FOUNDATION	B	200,000	BOOK VALUE
(2) MARINE CORPS ASSOCIATION FOUNDATION	N	210,018	BOOK VALUE
(3) MARINE CORPS ASSOCIATION FOUNDATION	M	14,892	BOOK VALUE
(4)			
(5)			
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**