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Form 990

Return of Organization Exempt From Income Tax

2012

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable

Address change

Name change

Initial return

Terminated

Amended return

Application pending

C Name of organization
AMERICAN REGISTRY FOR INTERNET NUMBERS LTD

Doing Business As

Number and street (or P O box if mail is not delivered to street address)
3635 CONCORDE PARKWAY NO 200City or town, state or country, and ZIP + 4
CHANTILLY, VA 201511130

D Employer identification number

54-1860956

E Telephone number

(703) 227-9840

G Gross receipts \$ 16,449,159

F Name and address of principal officer
JOHN CURRAN
3635 CONCORDE PARKWAY NO 200
CHANTILLY, VA 201511130H(a) Is this a group return for affiliates?
 Yes NoH(b) Are all affiliates included?
 Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status 501(c)(3) 501(c) (6) (insert no) 4947(a)(1) or 527

J Website: ► WWW ARIN NET

K Form of organization Corporation Trust Association Other ►

L Year of formation 1997

M State of legal domicile VA

Part I Summary

1 Briefly describe the organization's mission or most significant activities

THE AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD (ARIN) WAS (CONTINUED ON SCHEDULE O) ESTABLISHED FOR THE PURPOSE OF ADMINISTRATION AND REGISTRATION OF IP ADDRESS RESOURCES AND AUTONOMOUS SYSTEM NUMBER ASSIGNMENT RESOURCES ARIN'S SERVICE REGION INCLUDES ANGUILLA, ANTIGUA AND BARBUDA, BAHAMAS, BARBADOS, BERMUDA, CAYMAN ISLANDS, DOMINICA, GRENADA, GUADELOUPE, JAMAICA, MARTINIQUE, MONTSERRAT, PUERTO RICO, SAINT BARTHELEMY, SAINT KITTS AND NEVIS, SAINT LUCIA, ST PIERRE AND MIQUELON, SAINT VINCENT AND THE GRENADINES, ST MARTIN, TURKS AND CAICOS ISLANDS, VIRGIN ISLANDS BRITISH, VIRGIN ISLANDS US, CANADA, THE UNITED STATES, UNITED STATES OUTLYING AREAS, ANTARCTICA, BOUVENT ISLAND, HEARD AND MCDONALD ISLANDS, AND ST HELENA ARIN IS ONE OF FIVE REGIONAL INTERNET REGISTRIES (RIRS) WORLDWIDE WHICH COLLECTIVELY PROVIDE IP REGISTRATION SERVICES TO ALL REGIONS AROUND THE GLOBE

2 Check this box ► 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	7
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	6
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	55
6 Total number of volunteers (estimate if necessary)	6	24
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0	
9 Program service revenue (Part VIII, line 2g)	14,366,031	14,989,768	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-357,291	470,885	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	624	1,724	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	14,009,364	15,462,377	

		Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	54,940	137,157	
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)	7,061,954	7,636,618	
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)	7,943,104	7,615,820	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	15,059,998	15,389,595	
19 Revenue less expenses Subtract line 18 from line 12	-1,050,634	72,782	

		Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	31,849,476	33,856,570	
21 Total liabilities (Part X, line 26)	7,193,568	7,025,135	
22 Net assets or fund balances Subtract line 21 from line 20	24,655,908	26,831,435	

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 JOHN CURRAN PRESIDENT & CEO Type or print name and title	2013-08-13 Date
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Paid Preparer Use Only	Print/Type preparer's name YONG ZHANG CPA	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P01249785
	Firm's name ► MCGLADREY LLP			Firm's EIN ► 42-0714325	
	Firm's address ► 8000 TOWERS CRESCENT DR STE 500 VIENNA, VA 221826205			Phone no (703) 336-6400	

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

1 Briefly describe the organization's mission

THE AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD (ARIN) WAS ESTABLISHED FOR THE PURPOSE OF ADMINISTRATION AND REGISTRATION OF INTERNET PROTOCOL (IP) RESOURCES SEE SCHEDULE O ARIN PROMOTES THE COMMON BUSINESS INTERESTS OF ITS MEMBERS BY OVERSEEING THE INTERNET PROTOCOL RESOURCE REGISTRATION PROCESS SO AS TO PROMOTE MORE EFFICIENT USE OF THE INTERNET BY ITS MEMBERS AND OTHER INTERESTED USERS AND THEREBY PROMOTE THE EFFICIENCY OF THE BUSINESS OPERATIONS OF EACH

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 C

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 Q

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 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 \$)
ESTABLISHED IN DECEMBER 1997, THE AMERICAN REGISTRY FOR INTERNET NUMBERS (ARIN) IS A REGIONAL INTERNET REGISTRY (RIR) INCORPORATED IN THE COMMONWEALTH OF VIRGINIA, USA. ARIN, A NONPROFIT ORGANIZATION, PROVIDES SERVICES RELATED TO THE TECHNICAL COORDINATION AND MANAGEMENT OF INTERNET NUMBER RESOURCES IN ITS RESPECTIVE SERVICE REGION. STAKEHOLDERS IN THE COMMUNITY DRIVE POLICIES AND ACTIVITIES. ARIN PROMOTES THE COMMON BUSINESS INTERESTS OF ITS MEMBERS BY OVERSEEING THE INTERNET PROTOCOL (IP) ADDRESS REGISTRATION PROCESS SO AS TO PROMOTE MORE EFFICIENT USE OF THE INTERNET BY ITS MEMBERS AND OTHER INTERESTED USERS AND THEREBY PROMOTE THE EFFICIENCY OF THE BUSINESS OPERATIONS OF EACH

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)
REGISTRATION SERVICES INCLUDES COORDINATION AND MANAGEMENT OF IP ADDRESS SPACE AND ASN ALLOCATIONS AND ASSIGNMENTS, RESOURCE TRANSFERS, RECORD MAINTENANCE, REGISTRATION TRANSACTION INFORMATION (WHOIS), ROUTING INFORMATION (INTERNET ROUTING REGISTRY), AND REVERSE DNS ARIN ALLOCATES AND ASSIGNS INTERNET NUMBER RESOURCES TO INTERNET SERVICE PROVIDERS AND END USERS WITHIN ITS SERVICE REGION

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)
IP NUMBER MANAGEMENT - ARIN IS TASKED WITH THE MANAGEMENT OF IP ADDRESS SPACE, AUTONOMOUS SYSTEM NUMBERS, AND IN-ADDR ARPA ADDRESS MAPPING, AS WELL AS DATABASE MAINTENANCE AND VERIFICATION OF REASSIGNMENT INFORMATION. ARIN ALSO PROMOTES THE CONSERVATION OF INTERNET PROTOCOL RESOURCES AND DISTRIBUTES GLOBALLY UNIQUE INTERNET ADDRESSES IN A HIERARCHICAL MANNER, PERMITTING THE ROUTING SCALABILITY OF ADDRESSES, WHICH IS NECESSARY TO ENSURE PROPER OPERATION OF INTERNET ROUTING.

4d Other program services (Describe in Schedule O)

(Expenses \$ **including grants of \$**) (Revenue \$

4e Total program service expenses

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

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? If "Yes," complete Schedule C, Part II

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? If "Yes," complete Schedule C, Part III

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? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

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? If "Yes," complete Schedule D, Part VI

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? If "Yes," complete Schedule D, Part VII

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? If "Yes," complete Schedule D, Part VIII

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? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part 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)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

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? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

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? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1		No
2		No
3		No
4		
5	Yes	
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b		No
11c		No
11d		No
11e	Yes	
11f	Yes	
12a	Yes	
12b		No
13		No
14a		No
14b	Yes	
15	Yes	
16	Yes	
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II

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? If "Yes," complete Schedule I, Parts I and III

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? If "Yes," complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

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?

d 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? If "Yes," complete Schedule L, Part I

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? If "Yes," complete Schedule L, Part I

26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III

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? If "Yes," complete Schedule L, Part IV

b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

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 direct or indirect owner? If "Yes," complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?

b If 'Yes' to line 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)? If "Yes," complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O

21		No
22		No
23	Yes	
24a		No
24b		
24c		
24d		
25a		
25b		
26		No
27		No
28a		No
28b		No
28c	Yes	
29		No
30		No
31		No
32		No
33		No
34		No
35a		No
35b		
36		
37		No
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

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	23	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	55	
b 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)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	Yes	
b If "Yes," enter the name of the foreign country BE See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
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 as charitable contributions?	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a		
a 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?	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year	7e		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
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		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b 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?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a 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		
b 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		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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

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	1a	7	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b Enter the number of voting members included in line 1a, above, who are independent	1b	6	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6	Yes	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes	
a The governing body?	8b		No
b Each committee with authority to act on behalf of the governing body?	9		No
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			

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13 Did the organization have a written whistleblower policy?	13	Yes
14 Did the organization have a written document retention and destruction policy?	14	Yes
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	Yes
a The organization's CEO, Executive Director, or top management official	15b	Yes
b Other officers or key employees of the organization		
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?	16a	No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed
- 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 Upon request Other (explain in Schedule O)
- 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 during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 NATE DAVIS COO 3635 CONCORDE PARKWAY NO 200 CHANTILLY, VA (703) 227-9840

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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, or 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 (list any hours for related organizations below dotted line)	(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	Office	Key Employee	Highest Compensated	Former			
(1) TIMOTHY DENTON CHAIRMAN OF THE BOARD	5 00	X		X				0	0	0
(2) SCOTT BRADNER VICE CHAIR	2 00	X		X				0	0	0
(3) VINTON CERF CHAIRMAN OF THE AUDIT COMM	2 00	X		X				0	0	0
(4) PAUL VIXIE SECRETARY	2 00	X		X				0	0	0
(5) PAUL ANDERSEN TREASURER	2 00	X						0	0	0
(6) WILLIAM WOODCOCK BOARD MEMBER	2 00	X						0	0	0
(7) JOHN CURRAN CEO AND PRESIDENT	40 00	X		X				416,778	0	62,274
(8) NATE DAVIS COO	40 00			X				245,399	0	52,864
(9) ROBERT STRATTON CFO	40 00			X				173,883	0	49,756
(10) MARK KOSTERS CHIEF TECHNOLOGY OFFICER	40 00				X			209,636	0	55,076
(11) CATHY HANDLEY EXEC DIR OF GOVT AND PUB	40 00				X			170,322	0	36,677
(12) SUSAN HAMLIN DIRECTOR, COMM/MBR SVCS	40 00				X			171,447	0	28,103
(13) LESLIE DANIELLO NOBILE DIRECTOR, REG SVCS	40 00				X			157,838	0	48,901
(14) MARY K LEE DIRECTOR, HR/ADMIN	40 00				X			174,138	0	35,289
(15) TIM CHRISTENSEN QUALITY ASSURANCE MANAGER	40 00					X		151,258	0	50,162
(16) ANDREW NEWTON CHIEF ENGINEER	40 00					X		149,235	0	31,144
(17) MICHAEL ABEJUELA STAFF ATTORNEY	40 00					X		140,588	0	21,080

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

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 **19**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	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? If "Yes," complete Schedule J for such individual	4	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? If "Yes," complete Schedule J for such person	5	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
NEAR INFINITY 1881 CAMPUS COMMONS DR STE 205 RESTON VA 20191	SOFTWARE DEVELOPMENT AND DESIGN CONSULTI	732,217
SOLUTION STREET LLC 3206 LATIGO COURT OAKTON VA 22124	SOFTWARE DEVELOPMENT AND DESIGN CONSULTI	577,455
LEWIS PR 575 MARKET STREET SUITE 2550 SAN FRANCISCO CA 94105	PUBLIC RELATIONS SUPPORT	120,000

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	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 REGISTRATION SERVICES	Business Code 900099	12,189,843	12,189,843		
	b IP END-USER REGISTRATI	900099	1,277,750	1,277,750		
	c MAINTENANCE FEES	900099	1,131,600	1,131,600		
	d MEETING SPONSORSHIPS	900099	302,575	5,600	296,975	
	e NETWORK TRANSFERS	900099	68,500	68,500		
	f All other program service revenue		19,500	19,500		
	g Total. Add lines 2a-2f		14,989,768			
	3 Investment income (including dividends, interest, and other similar amounts)		632,804			632,804
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross rents	(i) Real	(ii) Personal				
b Less rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less cost or other basis and sales expenses	824,863					
c Gain or (loss)	824,863	161,919				
d Net gain or (loss)	0	-161,919				
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18			-161,919			-161,919
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					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11a OTHER INCOME		900099	1,724			1,724
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		1,724				
12 Total revenue. See Instructions		15,462,377	14,692,793	0	769,584	

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)

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				
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	137,157			
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,088,381			
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	3,914,711			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	500,177			
9 Other employee benefits	756,145			
10 Payroll taxes	377,204			
11 Fees for services (non-employees)				
a Management				
b Legal	738,449			
c Accounting	30,200			
d Lobbying	35,179			
e Professional fundraising services See Part IV, line 17				
f Investment management fees	109,639			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	262,040			
12 Advertising and promotion				
13 Office expenses	905,393			
14 Information technology	1,033,602			
15 Royalties				
16 Occupancy	263,516			
17 Travel	924,748			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	801,955			
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,794,733			
23 Insurance	102,947			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a INTERNET SUPPORT	333,702			
b MEMBERSHIP P R	151,714			
c NRO EXPENSES	73,684			
d STAFF COSTS & FUNCTIONS	48,553			
e All other expenses	5,766			
25 Total functional expenses. Add lines 1 through 24e	15,389,595			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year	
Assets				
1	Cash—non-interest-bearing	351,905	1	341,441
2	Savings and temporary cash investments	1,135,435	2	860,000
3	Pledges and grants receivable, net	3		
4	Accounts receivable, net	278,725	4	331,102
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
6	Loans and other 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) Complete Part II of Schedule L		6	
7	Notes and loans receivable, net	90,000	7	0
8	Inventories for sale or use		8	
9	Prepaid expenses and deferred charges	426,206	9	439,491
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	11,387,812	
b	Less accumulated depreciation	10b	6,681,978	
		4,553,831	10c	4,705,834
11	Investments—publicly traded securities	24,301,500	11	26,961,051
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	711,874	15	217,651
16	Total assets. Add lines 1 through 15 (must equal line 34)	31,849,476	16	33,856,570
Liabilities				
17	Accounts payable and accrued expenses	1,402,386	17	1,159,149
18	Grants payable		18	
19	Deferred revenue	5,676,792	19	5,663,137
20	Tax-exempt bond liabilities		20	
21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
23	Secured mortgages and notes payable to unrelated third parties		23	
24	Unsecured notes and loans payable 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	114,390	25	202,849
26	Total liabilities. Add lines 17 through 25	7,193,568	26	7,025,135
Net Assets or Fund Balances				
	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
27	Unrestricted net assets	24,655,908	27	26,831,435
28	Temporarily restricted net assets		28	
29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), 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	24,655,908	33	26,831,435
34	Total liabilities and net assets/fund balances	31,849,476	34	33,856,570

Part XI Reconciliation of Net AssetsCheck 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	15,462,377
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,389,595
3	Revenue less expenses Subtract line 2 from line 1	3	72,782
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	24,655,908
5	Net unrealized gains (losses) on investments	5	2,102,745
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	26,831,435

Part XII Financial Statements and ReportingCheck 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? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c 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	2c	Yes
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? 3b 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	3a	No
	3b	

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2012****Open to Public
Inspection****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.****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 35c (Proxy Tax), then

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

Name of the organization AMERICAN REGISTRY FOR INTERNET NUMBERS LTD	Employer identification number 54-1860956
--	--

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 (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount Enter the amount from the following table in both columns			
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)			
h Subtract line 1g from line 1a If zero or less, enter -0-			
i Subtract line 1f from line 1c If zero or less, enter -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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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)).

	For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		
	(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?			
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	No
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	No
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	No

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

1 Dues, assessments and similar amounts from members	1	11,543,179
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).	2a	35,179
a Current year	2b	
b Carryover from last year	2c	35,179
c Total	3	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	4	
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?	5	35,179
5 Taxable amount of lobbying and political expenditures (see instructions)		

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, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information

Identifier	Return Reference	Explanation
PART IV, SUPPLEMENTAL INFORMATION		THE AMERICAN REGISTRY FOR INTERNET NUMBERS, ARIN, MEMBERSHIP CONSISTS OF INTERNET RESOURCE HOLDERS THERE ARE TWO TYPES OF MEMBERSHIPS AT ARIN ONE TYPE IS THOSE ORGANIZATIONS WHO HOLD IP ADDRESS ALLOCATIONS THAT ARE AUTOMATICALLY CONVEYED MEMBERSHIP RIGHTS THESE ORGANIZATIONS PAY THE BULK OF ARIN'S OPERATIONAL EXPENSES ON A RECURRING BASIS THE ALLOCATION FEES ARE SET AT \$1,250, \$2,250, \$4,500, \$9,000, \$18,000 FOR DIFFERING SIZES OF AN ALLOCATION, ON A GRADUATED SCALE THERE IS NO SET MEMBERSHIP AMOUNT ASSOCIATED WITHIN THE ALLOCATION FEE THE SECOND TYPE OF MEMBERSHIP ARE THOSE ORGANIZATIONS WHO HOLD IP ADDRESS ASSIGNMENTS AND/OR AUTONOMOUS SYSTEM NUMBERS WHO CHOOSE TO PAY A \$500 SPECIFIC MEMBERSHIP FEE FOR THE MEMBERSHIP RIGHTS WE ARE SHOWING THE ENTIRE REVENUE FROM IP NUMBERS ALLOCATIONS, AS WELL AS THE SPECIFIC MEMBERSHIP FEE IN PART III - B, QUESTION 1

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 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

AMERICAN REGISTRY FOR INTERNET NUMBERS LTD

Employer identification number
54-1860956**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? Yes 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? Yes No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or 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 Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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? Yes No

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 section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, 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 XIII, 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 <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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

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 XIII and complete the following table

	Amount
1c	
1d	
1e	
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 XIII. Check here if the explanation has been provided in Part XIII

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					
b Contributions					
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					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

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

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

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

4 Describe in Part XIII 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					
b Buildings					
c Leasehold improvements		751,017	751,017	0	
d Equipment		3,579,579	2,847,163	732,416	
e Other		7,057,216	3,083,798	3,973,418	
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					4,705,834

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		
Other		
Total. (Column (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
Total. (Column (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
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

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

(a) Description of liability	(b) Book value
Federal income taxes	
ICANN CONTRIBUTION	130,000
DEFERRED RENT	44,167
DUE TO NRO	28,682
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	202,849

2. Fin 48 (ASC 740) Footnote In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII

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

1	Total revenue, gains, and other support per audited financial statements	1	17,727,041
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	2,102,745
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	161,919
e	Add lines 2a through 2d	2e	2,264,664
3	Subtract line 2e from line 1	3	15,462,377
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 XIII)	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	15,462,377

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

1	Total expenses and losses per audited financial statements	1	15,551,514
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 XIII)	2d	161,919
e	Add lines 2a through 2d	2e	161,919
3	Subtract line 2e from line 1	3	15,389,595
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 XIII)	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	15,389,595

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

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE ACCOUNTING STANDARD FOR UNCERTAINTY IN INCOME TAXES, WHICH ADDRESSES THE DETERMINATION OF WHETHER, TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN, SHOULD BE RECORDED IN THE FINANCIAL STATEMENTS UNDER THIS GUIDANCE, ARIN RECOGNIZES THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITION WILL BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION. THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50 PERCENT LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT. THE GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES ALSO ADDRESSES DE-RECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES ON INCOME TAXES, AND ACCOUNTING IN INTERIM PERIODS. MANAGEMENT EVALUATED ARIN'S TAX POSITIONS AND CONCLUDED THAT THE ARIN HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE. GENERALLY, ARIN IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2009.
PART XI, LINE 2D - OTHER ADJUSTMENTS		LOSS ON DISPOSAL OF EQUIPMENT INCLUDED IN EXPENSES 161,919
PART XII, LINE 2D - OTHER ADJUSTMENTS		LOSS ON DISPOSAL OF EQUIPMENT INCLUDED IN EXPENSES 161,919

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

Name of the organization

AMERICAN REGISTRY FOR INTERNET NUMBERS LTD

Employer identification number

54-1860956

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

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

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

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . ► 0

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
FELLOWSHIPS	NORTH AMERICA - CANADA AND MEXICO, BUT	2	3,892				
FELLOWSHIPS	CENTRAL AMERICA AND THE CARIBBEAN -	3	4,032				

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	ReturnReference	Explanation
PROCEDURE FOR MONITORING GRANTS OUTSIDE THE U.S.		SCHEDULE F, PART I, LINE 2 ARIN HAS A FELLOWSHIP PROGRAM THAT PAYS FOR TRAVEL TO AN ARIN MEETING FOR ONE PERSON FROM THE CARIBBEAN AND ONE FROM CANADA ARIN MAKES AND PAYS FOR THE TRAVEL ARRANGEMENTS, INCLUDING HOTEL ROOMS THE ORGANIZATION DOES PROVIDE A CASH ADVANCE OF \$250 PER PERSON, FOR INCIDENTALS DURING THE TRIP, OTHERWISE ALL OTHER COSTS ARE PAID FOR DIRECTLY BY ARIN

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

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.****2012****Open to Public Inspection**Department of the Treasury
Internal Revenue ServiceName of the organization
AMERICAN REGISTRY FOR INTERNET NUMBERS LTD**Employer identification number**

54-1860956

Part I Questions Regarding Compensation**Yes****No****1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input checked="" 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 checked="" 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 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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

<input checked="" 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 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?**4a****No****b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**4b****No****c** Participate in, or receive payment from, an equity-based compensation arrangement?**4c****No**

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?**5a****b** Any related organization?**5b**

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

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

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

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III**7****8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**8****9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?**9**

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 1A	JOHN CURRAN WAS COMPENSATED \$12,327 FOR SPOUSAL TRAVEL DURING THE YEAR, WHICH WAS TAXABLE. THE FOLLOWING EMPLOYEES RECEIVED NONTAXABLE HEALTH CLUB BENEFITS DURING FY 2012: JOHN CURRAN \$350 SUSAN HAMLIN \$350 MARY K LEE \$350 BOB STRATTON \$350 TIM CHRISTENSEN \$220

Software ID:
Software Version:
EIN: 54-1860956
Name: AMERICAN REGISTRY FOR INTERNET NUMBERS LTD

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JOHN CURRAN	(i) 326,725 (ii) 0	77,096 0	12,957 0	33,000 0	29,274 0	479,052 0	0 0
NATE DAVIS	(i) 203,304 (ii) 0	41,129 0	966 0	32,492 0	20,372 0	298,263 0	0 0
ROBERT STRATTON	(i) 143,670 (ii) 0	29,536 0	677 0	23,333 0	26,423 0	223,639 0	0 0
MARK KOSTERS	(i) 173,655 (ii) 0	35,433 0	548 0	27,992 0	27,084 0	264,712 0	0 0
CATHY HANDLEY	(i) 146,100 (ii) 0	22,267 0	1,955 0	22,786 0	13,891 0	206,999 0	0 0
SUSAN HAMLIN	(i) 141,520 (ii) 0	28,704 0	1,223 0	22,676 0	5,427 0	199,550 0	0 0
LESLIE DANIELLO NOBILE	(i) 130,190 (ii) 0	27,040 0	608 0	21,362 0	27,539 0	206,739 0	0 0
MARY K LEE	(i) 143,771 (ii) 0	29,123 0	1,244 0	23,007 0	12,282 0	209,427 0	0 0
TIM CHRISTENSEN	(i) 134,090 (ii) 0	16,530 0	638 0	21,124 0	29,038 0	201,420 0	0 0
ANDREW NEWTON	(i) 137,290 (ii) 0	11,662 0	283 0	21,002 0	10,142 0	180,379 0	0 0
MICHAEL ABEJUELA	(i) 131,756 (ii) 0	8,600 0	232 0	12,278 0	8,802 0	161,668 0	0 0
PETER TOSCANO	(i) 127,260 (ii) 0	11,000 0	265 0	19,974 0	19,510 0	178,009 0	0 0
GARTH DUBIN	(i) 111,925 (ii) 0	8,000 0	173 0	16,820 0	24,637 0	161,555 0	0 0

Schedule L

Transactions with Interested Persons

► Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

AMERICAN REGISTRY FOR INTERNET NUMBERS LTD

Employer identification number

54-1860956

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction		(d) Corrected?	
			Yes	No	Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 _____ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ISOC	SEE PART V	50,000	SEE PART V		No
(2) NANOG	SEE PART V	50,000	SEE PART V		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
		(A) NAME OF PERSON ISOC(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION SCOTT BRADNER, VICE CHAIR, ALSO THE BOARD SECRETARY OF ISOC(D) DESCRIPTION OF TRANSACTION ARIN PAID \$50,000 SUPPORT TO ISOC AS A PLATINUM MEMBER
		(A) NAME OF PERSON NANOG(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION ROBERT SEASTROM, ADVISORY COUNCIL MEMBERS, ALSO STEERING COMMITTEE MEMBER OF NANOG(D) DESCRIPTION OF TRANSACTION ARIN PAID SUPPORT TO NANOG IN THE AMOUNT OF \$50,000 FOR THE WEBCAST OF ITS MEETINGS

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.

2012**Open to Public
Inspection**

Name of the organization

AMERICAN REGISTRY FOR INTERNET NUMBERS LTD

Employer identification number

54-1860956

Identifier	Return Reference	Explanation
		IP NUMBERS ARE GLOBALLY UNIQUE NUMERIC IDENTIFICATION THAT COMPUTERS USE TO IDENTIFY HOSTS AND NETWORKS CONNECTED TO THE INTERNET

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	<p>FIVE CHANGES OCCURRED TO CORPORATE DOCUMENTS IN 2012, ONE TO THE MISSION STATEMENT AND FOUR BYLAWS CHANGES FORMER MISSION STATEMENT APPLYING THE PRINCIPLES OF STEWARDSHIP, ARIN, A NONPROFIT CORPORATION, ALLOCATES INTERNET PROTOCOL RESOURCES, DEVELOPS CONSENSUS-BASED POLICIES, AND FACILITATES THE ADVANCEMENT OF THE INTERNET THROUGH INFORMATION AND EDUCATIONAL OUTREACH CURRENT MISSION STATEMENT ARIN, A NONPROFIT MEMBER-BASED ORGANIZATION, SUPPORTS THE OPERATION OF THE INTERNET THROUGH THE MANAGEMENT OF INTERNET NUMBER RESOURCES THROUGHOUT ITS SERVICE REGION, COORDINATES THE DEVELOPMENT OF POLICIES BY THE COMMUNITY FOR THE MANAGEMENT OF INTERNET PROTOCOL NUMBER RESOURCES, AND ADVANCES THE INTERNET THROUGH INFORMATIONAL OUTREACH ON APRIL 23, 2012 THE BOARD OF TRUSTEES APPROVED THREE CHANGES TO THE BYLAWS FIRST TWO CHANGES - ARTICLE VIII, SECTION 4A, TO RECOGNIZE A CHANGE IN THE VIRGINIA NON-STOCK CORPORATION ACT (13 1-844 2) AND RECOGNIZE THE ALLOWANCE FOR REMOTE PARTICIPATION BY MEMBERS, WHO NOW HAVE THE ABILITY FOR ELECTRONIC PARTICIPATION AND VOTING ADDITIONALLY, IT WAS CLARIFIED THAT A NON-CANDIDATE BOARD MEMBER SHALL CONFIRM THE PRESIDENT'S CERTIFICATION OF ELIGIBLE VOTERS THIRD CHANGE - ARTICLE VIII, SECTION 2B, REMOVES A CONFLICT BETWEEN ELIGIBILITY TO PETITION VERSUS ELIGIBILITY TO VOTE PREVIOUSLY, ELIGIBLE VOTERS WERE MEMBER OF RECORD AND IN GOOD STANDING AS OF JANUARY 1 OF EACH YEAR HOWEVER, NEW MEMBER, THOSE ADDED AFTER JANUARY 1 BUT STILL UNABLE TO VOTE IN THE GENERAL ELECTION COULD SIGN A PETITION FOR A NOMINATION OF A CANDIDATE THE CHANGE CORRECTED THIS SYNCHRONIZATION BY CORRECTING GENERAL MEMBERS TO ELIGIBLE VOTERS IN THE CANDIDATE PETITION PROCESS ON AUGUST 24, 2012 THE BOARD OF TRUSTEES APPROVED ONE CHANGE TO THE BYLAWS SECTION VIII, SECTION 4A, WAS MODIFIED TO MAKE MORE EXPLICIT ARIN'S COMPLIANCE WITH THE VIRGINIA NON-STOCK CORPORATION ACT IN VOTING PRACTICES THAT WERE A RESULT OF RECENT CHANGES TO THE ACT</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	MEMBERSHIP IS AUTOMATICALLY CONVEYED TO ISPS WHO RECEIVE IP RESOURCES FROM ARIN MEMBERSHIP IS ALSO OPEN TO ANY ENTITY THAT HAS A SIGNED REGISTRATION SERVICE AGREEMENT (RSA) OR LEGACY RSA WITH ARIN AND HOLDS A NUMBER RESOURCE IN THE ARIN REGION AND WISHES TO PARTICIPATE IN FORMING SOLUTIONS TO INTERNET NUMBER RESOURCE-RELATED ISSUES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	MEMBER IN GOOD STANDING HAS THE RIGHT TO PARTICIPATE IN AN ELECTION FOR ONE OR MORE MEMBERS OF THE BOARD OF TRUSTEES AND OF THE ADVISORY COUNCIL

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 8B	ARIN HAD NO COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE FINANCE COMMITTEE ASSISTS IN PREPARATION OF THE 990 FILING, THEN PRESENTS IT TO THE FULL BOARD FOR THE FINAL REVIEW, BEFORE FILING TO THE IRS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	<p>AS SET FORTH IN PARAGRAPH THREE BELOW, A TRUSTEE OF ARIN WHO HAS A PERSONAL INTEREST IN A TRANSACTION, AS DEFINED BELOW, MAY NOT PARTICIPATE IN ANY DISCUSSION OF THAT TRANSACTION BY THE TRUSTEES OF ARIN AND MAY NOT VOTE TO DETERMINE WHETHER TO AUTHORIZE, APPROVE, OR RATIFY THAT TRANSACTION EXCEPT AS SPECIFICALLY DESCRIBED BELOW FOR PURPOSES OF THIS CONFLICT OF INTEREST STATEMENT, A "PERSONAL INTEREST" IS DEFINED AS ANY ACT THAT WILL PROVIDE, DIRECTLY OR INDIRECTLY, A FINANCIAL BENEFIT OR A DISPARATE BENEFIT INDIVIDUALLY TO THE TRUSTEE, OR TO A COMPANY HE OR SHE IS EMPLOYED BY, HAS A SIGNIFICANT FINANCIAL INTEREST IN, OR REPRESENTS IN ANY FASHION HOWEVER, POLICIES UNDER CONSIDERATION BY ARIN ARE LIKELY TO HAVE AN IMPACT ON THE BUSINESS OF EVERY TRUSTEE. IT IS EXPECTED THAT MOST POLICY DECISIONS WILL HAVE A DIRECT OR INDIRECT IMPACT ON THE TRUSTEE'S COMPANY, BUT SUCH A NON-INDIVIDUALIZED INTEREST DOES NOT CONSTITUTE A "PERSONAL INTEREST" AS USED IN THIS STATEMENT. A "TRANSACTION" WITH ARIN FOR PURPOSES OF THIS STATEMENT IS A CONTRACT OR CONSULTANCY IN WHICH THE TRUSTEE HAS A DIRECT OR INDIRECT FINANCIAL BENEFIT, OR A POLICY UNDER CONSIDERATION THAT WILL HAVE A DISPARATE AND UNUSUAL IMPACT ON A BUSINESS WITH WHICH THE TRUSTEE IS DIRECTLY OR INDIRECTLY ASSOCIATED. THE MERE EXISTENCE OF A PERSONAL INTEREST BY A TRUSTEE OF ARIN IN A TRANSACTION WITH ARIN SHALL NOT INVALIDATE ARIN'S ABILITY TO ENTER THAT TRANSACTION SO LONG AS THE FOLLOWING CONDITIONS ARE MET: (I) THE MATERIAL FACTS OF THE PERSONAL NATURE OF THE TRANSACTION WITH ARIN AND THE TRUSTEE'S INTEREST IN THE TRANSACTION WITH ARIN ARE FULLY DISCLOSED TO THE BOARD OF TRUSTEES OF ARIN, EITHER BY THE TRUSTEE HAVING A DIRECT OR INDIRECT PERSONAL INTEREST IN THE TRANSACTION WITH ARIN, OR ARE BROUGHT TO THE ATTENTION OF THE BOARD BY A THIRD PARTY, OR (II) THE BOARD OF TRUSTEES OF ARIN, BY A VOTE OF THE DISINTERESTED TRUSTEES OF ARIN VOTE TO AUTHORIZE, APPROVE, OR RATIFY A TRANSACTION WITH ARIN, OR (III) THE TRANSACTION WITH ARIN IN WHICH THE DIRECT OR INDIRECT PERSONAL INTEREST OF AN ARIN TRUSTEE WAS DISCLOSED TO THE BOARD OF TRUSTEES OF ARIN AND WAS DETERMINED BY THE BOARD OF TRUSTEES OF ARIN ENTITLED TO VOTE ON THE MATTER IS DETERMINED BY THE BOARD OF TRUSTEES VOTING TO BE IN ARIN'S INTERESTS, NOTWITHSTANDING THE PERSONAL INTEREST OF THE NON-VOTING TRUSTEE. IN DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS, THE BOARD OF TRUSTEES OF ARIN HAS THE PREROGATIVE, UPON REVIEW OF ALL FACTS AND CIRCUMSTANCES, TO MAKE ITS OWN DETERMINATION OF WHETHER A CONFLICT OF INTEREST EXISTS AND HOW IT IS APPROPRIATE TO PROCEED. A TRUSTEE WHO PERCEIVES THE POSSIBILITY OF A CONFLICT OF INTEREST FOR HIM OR HERSELF, OR FOR ANOTHER BOARD MEMBER, MAY RAISE THIS ISSUE AT ANY POINT PRIOR TO A VOTE ON ANY ISSUE. ANY TRUSTEE WHO PERCEIVES A POSSIBLE CONFLICT OF INTEREST MAY PRESENT JUSTIFICATION WITH RESPECT TO WHETHER OR NOT A CONFLICT OF INTEREST EXISTS, BUT THE ENTIRE BOARD, WITH THE EXCEPTION OF THE TRUSTEE HAVING THE POTENTIAL CONFLICT OF INTEREST, SHALL MAKE THE FINAL DETERMINATION TO PROCEED IN SUCH A MATTER. IF THE BOARD OF TRUSTEES FINDS THERE IS A CONFLICT OF INTEREST, THE TRUSTEE WITH THE CONFLICT MAY BE EXCLUDED BY THE CHAIR OF THE BOARD FROM THAT PORTION OF ANY MEETING WHERE A SUBSTANTIVE DISCUSSION OR DECISION TO ENGAGE OR NOT IN SUCH A TRANSACTION IS MADE, EXCEPT THAT HE OR SHE MAY PROVIDE ANY INFORMATION THAT WILL ASSIST THE TRUSTEES IN SUCH A MATTER BEFORE LEAVING SUCH A MEETING.</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	<p>THE COMPENSATION COMMITTEE OF THE ARIN BOARD OF TRUSTEES SETS THE COMPENSATION FOR THE CEO. SEVERAL FACTORS ARE CONSIDERED IN SETTING THE COMPENSATION RATE. THE JOB DESCRIPTION FOR THE CEO FULLY DETAILS THE EXPECTATIONS FOR PERFORMANCE AND ALSO DESCRIBES THE AMOUNT OF BONUS TO BE AWARDED. THE ANNUAL BONUS FOR THE CEO IS BASED ON JOB PERFORMANCE. THERE IS NO AUTOMATIC BONUS PAYMENT GIVEN. ARIN CONDUCTS A FULL MARKET PRICING SALARY SURVEY EVERY THREE YEARS, COMPARING ALL COMPANY POSITIONS TO COMPARABLE BUSINESS IN THE AREA. CEO SALARY LEVELS ARE ALSO CULLED FROM PRIVATE SOURCES AND JOB ADVERTISEMENTS. THE PERFORMANCE AND EXPERIENCE LEVEL OF THE CURRENT CEO ARE ALSO CONSIDERED WHEN SETTING THE ANNUAL BONUS AND PAY RAISE AMOUNT. THE MEMBERS OF THE COMPENSATION COMMITTEE CONVENE PERIODICALLY THROUGHOUT THE YEAR TO ASSESS THE PERFORMANCE OF THE CEO ANNUALLY, THEY FORMALLY MEET, ANALYZE THE INFORMATION THEY HAVE GATHERED, AND DECIDE THE ANNUAL BONUS AMOUNT. ARIN CONSIDERS THE SALARY SURVEY INFORMATION, PAYS RAISE PERCENTAGE FROM OUR GEOGRAPHIC REGION, AND OTHER INFORMATION GLEANED FROM BUSINESS PUBLICATIONS THAT PERTAIN TO EXECUTIVE PAY. EVERY 2-3 YEARS, ARIN CONDUCTS A COMPANY WIDE SALARY SURVEY/MARKET PRICING OF ALL COMPANY POSITIONS. UPDATED JOB DESCRIPTIONS AND JOB TITLES ARE PROVIDED TO A COMPANY THAT WORKS WITH CURRENT DETAILED DATA FROM MAJOR COMPENSATION SURVEYS. WE COMPARE ARIN SALARIES TO THE LOCAL AREA, THE NORTHEAST CORRIDOR, NATIONWIDE TECHNOLOGY COMPANIES, NATIONWIDE TRADE AND MEMBERSHIP ASSOCIATION, LOCAL TRADE AND MEMBERSHIP ASSOCIATIONS, NATIONAL NONPROFIT COMPANIES AND LOCAL NONPROFIT COMPANIES. SOME OF THE SURVEYS WE USE INCLUDE CULPEPPER, MERCER, CORDOM, PRM AND ASAE.</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S ORGANIZING DOCUMENTS, FINANCIAL STATEMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE AND CAN BE FOUND ON THE ORGANIZATION'S WEBSITE

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	THE PROCESS FOR OVERSEEING THE AUDIT OF THE FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT THAT AUDITED THE FINANCIAL STATEMENTS HAS BEEN CONSISTENT WITH PRIOR YEARS