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**COUNTY OF LOS ANGELES
FISH AND GAME COMMISSION**

<http://fishandgame.lacountycommissions.info/>

Kenneth Hahn Hall of Administration
500 West Temple Street, B-50, Los Angeles, CA 90012
(213) 974-1431 Fax (213) 633-5102
To enrich lives through effective and caring service.

February 04, 2014

The Honorable Board of Supervisors
County of Los Angeles
383 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, California 90012

ADOPTED

BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

12 February 4, 2014

Sachi A. Hamai
SACHI A. HAMAI
EXECUTIVE OFFICER

Dear Supervisors:

**FISH AND GAME PROPAGATION FUND GRANT AWARD
(FIFTH SUPERVISORIAL DISTRICT)
(3 VOTES)**

SUBJECT

Recommending approval to award grant funds from the Fish and Game Commission to Pheasants Forever, Inc. (PFI) to repair 13 guzzlers in the Angeles National Forest.

IT IS RECOMMENDED THAT THE BOARD:

Approve the Fish and Game Propagation Fund Grant request in the amount of \$5,325 to PFI for a two-year habitat project to repair 13 existing guzzlers in the Angeles National Forest.

PURPOSE/JUSTIFICATION OF RECOMMENDED ACTION

This grant request is for the repair of 13 existing guzzlers in the Angeles National Forest to provide water and habitat improvement for wildlife in Southern California. During any given drought year, a limited water source is a major factor for fish and game activities in Southern California. Water guzzlers are used to provide/expand reliable water sources for wildlife year round. The repair of the 13 existing guzzlers in the Angeles

National Forest will ensure an adequate supply of water to big game, as well as small game. When the guzzlers are put back into working order, they will allow the dispersal of wildlife, instead of clustering them to the few remaining water sources during dry summer.

The two-year guzzler repair project is scheduled to begin in February or March of 2014. The repair of the 13 guzzlers will allow the local birds and mammals to have a better chance of survival during a

drought year, as well as a normal year of rainfall. PFI will conduct surveys of wildlife in the area before and after the repair is completed, as well as monitor the success of the project by utilizing game cameras. Upon completion of the two-year project a presentation of the different stages of the project will be presented to the Fish and Game Commission.

Implementation of Strategic Plan Goals

Providing funds for this program is consistent with the County's Strategic Plan Goals No. 1 & 3 (Operational Effectiveness & Integrated Services Delivery). The two-year guzzlers repair project will effectively enhance the conservation and the propagation of fish and wildlife in the Los Angeles County.

FISCAL IMPACT/FINANCING

There is no impact to the General Fund. The approved expenditure will be charged to the Fish and Game Propagation Fund, which has sufficient funds to cover the cost.

The Los Angeles County Fish and Game Propagation Fund is financed from a percentage of penalty assessments collected relating to fish and game code violations in Los Angeles County.

FACTS AND PROVISIONS/LEGAL REQUIREMENTS

Section 13100 et seq. of the Fish and Game Code establishes guidelines for the expenditure of fines levied for fish and game code violations. It includes enhancing fish and game activities including propagation, protection and restoration; supporting fish and wildlife projects; and furthering research and education in areas related to fish and wildlife.

IMPACT ON CURRENT SERVICES (OR PROJECTS)

This Board action enhances the conservation and the propagation of fish and game, thus benefiting the County of Los Angeles and the State of California.

The Honorable Board of Supervisors

2/4/2014

Page 3

Respectfully submitted,

A handwritten signature in cursive script, reading "John H. Hybarger". The signature is written in dark ink and is positioned above the printed name.

JOHN H. HYBARGER

Chairman

JHH:bf

Enclosures

c: Chief Executive Officer
Executive Officer, Board of Supervisors

OFFICERS
JOHN HYBARGGER
Chairperson

SANDRA ARONBERG, M.D. M.P.H.
Vice-Chair

MEMBERS
GREG BOMBARD
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COUNTY OF LOS ANGELES FISH AND GAME COMMISSION

LOS ANGELES COUNTY FISH AND GAME COMMISSION INFORMATION FOR GRANT APPLICANTS

THE COMMISSION

The Los Angeles County Fish and Game Commission is an advisory body for the Los Angeles County Board of Supervisors and the Fish and Game Warden regarding the propagation and protection of fish and game in Los Angeles County and the State of California. It was created by authority of a resolution adopted February 26, 1952 under Chapter 3.26 and Chapter 6.44 of the Los Angeles County Code. The Commission administers and makes recommendations for the disbursement of funds received from fines for violations of the Fish and Game Code within the County of Los Angeles. Grant making is based on the availability of funds, geographical and categorical considerations and a thorough evaluation of the information provided by applicants. The Commission meets quarterly, but grant applications may be submitted at any time.

POLICY AND OBJECTIVES

The policy of the Los Angeles County Fish and Game Commission is to encourage the conservation and maintenance of wildlife resources in conjunction with Sections 1801 and 13103 of the California Fish and Game Code. This policy includes the following objectives:

- To enhance Fish and Game activities including propagation, protection and restoration
- To support Fish and Wildlife projects

To further Research and Education in areas related to Fish and Wildlife

APPLICATION SUBMISSION REQUIREMENTS

Non-profit organizations with an IRS 501 (c) (3) tax-exempt status or a purpose consistent with the definition of 501 (c) (3) status are eligible to apply.

Project/Program Must Clearly Qualify For Funding Under Section 13103 of the California Fish and Game Code - (Please Refer to Attachment A). Projects funded under this Section must be expended for the propagation and conservation of fish and game within or outside the County.

Completed applications must be submitted with ten (10) signed originals to:

LOS ANGELES COUNTY FISH AND GAME COMMISSION
500 WEST TEMPLE STREET, ROOM B-50
LOS ANGELES, CALIFORNIA 90012

Applicant(s) or representative(s) must attend and make a presentation at the Commission meeting, as notified, in order to have their grant application considered.

Successful applicants must provide the Commission a progress report in six months following the award of the grant.

APPLICATION EVALUATION CRITERIA

Applications must include all of the information and materials requested on the attached Grant application for consideration by the Commission. If additional space is required, please use 8½ x11 paper.

Revised 02-13-08

* * *

LOS ANGELES COUNTY FISH AND GAME COMMISSION

GRANT APPLICATION TITLE PAGE

TITLE OF PROJECT/PROGRAM 2014-2015 Angeles Forest gazzler repair
NAME OF ORGANIZATION Pheasants Forever Inc. (chapter 3/78)
[As it appears on (501) (c) (3) IRS Letter]
ADDRESS P.O. Box 932
CITY San Gabriel STATE California ZIP CODE 91778
TELEPHONE NUMBER 866-206-9070 FAX NUMBER 866-206-9070
AMOUNT REQUESTED \$15,325.00
BOARD CHAIRPERSON Tim Bouard
EXECUTIVE DIRECTOR _____
CONTACT PERSON John Foggy
TITLE board member
TELEPHONE NUMBER(S) 866-206-9070 x6715
AUDITED TOTAL INCOME \$8,858 AUDITED TOTAL EXPENSES \$2,159
FOR FISCAL YEAR BEGINNING 3/2/13 AND ENDING 6/30/13
Tim Bouard 9/29/13
SIGNATURE OF BOARD CHAIRPERSON DATE

Note to Applicant: Please complete this title page and attach all grant application materials prior to submission.

One Page Project Summary

A 2 year year habitat project in the Angeles Forest.

To repair 13 existing guzzlers, and insure that they are capable of supplying water to big game, as well as small game.

When the 13 guzzlers are put back into working order, they will allow the dispersal of wildlife, instead of clustering wildlife, to the few remaining water sources during a dry summer.

Also, in periods of drought additional water sources may be required to aid the wildlife population, these guzzlers will help local wildlife with a reliable source of water.

Background on Applicant's Organization

Purpose and goals:

The San Gabriel Valley Chapter of Quail Forever, a division of Pheasants Forever focusing on quail, is a new chapter that was formed to provide habitat improvement for wildlife in southern California.

Brief summary of current activities:

We are currently in the process of doing a joint habitat project with another chapter of Quail Forever in San Bernardino county.

Geographic area served:

The majority of the San Gabriel Valley Quail Forever's habitat work is in the Angeles Forest, but we occasionally do habitat work in Riverside and San Bernardino counties.

Grant Application
Page 4

Major sources and dollar amounts of corporate, foundation and government support during current and past fiscal year:

We are a new chapter of Quail Forever, and have had no corporate or government support in the past fiscal year.

History of all grants received from the Los Angeles County Fish and Game Commission:

We have been in existence as a new chapter of Quail Forever for less than a year. we have had no grants from Los Angeles Fish and Game Commission since becoming San Gabriel Valley Quail Forever.

Project Information

Statement of justification of need:

The repair of these 13 guzzlers will benefit both small as well as large game in normal rainfall years as well as drought years. The limiting factor on game in southern California is the availability of water, and the games ability to withstand a drought year.

Statement of purpose and goals:

To provide habitat improvement to wildlife in southern California.

Action plan to meet objectives:

We will start on the 2 year guzzler repair project in February or March of 2014, weather permitting. Upon completion of the 2 year project we will give a presentation of the different stages of the project.

Statement of how the objectives advance the propagation and protection of fish and wildlife:

The repair of the guzzlers will allow the local birds and mammals to have a better chance of survival during a drought year, as well as a normal year of rainfall.

Project budget and timetable:

To provide habitat improvement to wildlife in southern California.

Sources of other support for project:

Funds generated by the members of San Gabriel Valley Quail Forever, raffles, banquet, and other fundraisers.

Current status of project:

The guzzlers are in the process of being approved for repair by an Angeles Forest biologist to start repair work in 2014. The sites will be approved late 2013, or early 2014.

Cash flow analysis of the expenditure of project funds:

See the attached sheet Angeles Forest Guzzler Repair Project 2014-2015

The prices are current as of the time of this grant, if the costs of materials increase by the time the project starts, San Gabriel Valley Quail Forever will cover the increase in material cost.

Proposed method of evaluating results:

We will conduct surveys of wildlife in the area, both before and after the repair work, we will also use game cameras to monitor the success of the project.

Plans for funding on-going project (if applicable):

Progress reports (bi-yearly or upon completion, whichever occurs first):

Our goal is to show the repair process on the guzzlers upon completion of the 2 year project, or if the commssion would like a progress report in the fall of 2014 that could be done also.

Please Attach the Following Supporting Documents:

- Description of Organizational Structure or Organizational Chart
- Copy of the Latest IRS Determination Letter of Tax Exempt Status under Section 501(c) (3)
- Most Recent Audited Financial Statement
- Most Recent IRS Form 990

ATTACHMENT A

CALIFORNIA FISH AND GAME CODE

§ 13103. Expenditures from fish and wildlife propagation fund; purposes

Expenditures from the fish and wildlife propagation fund of any county may be made only for the following purposes:

- (a) Public education relating to the scientific principles of fish and wildlife conservation, consisting of supervised formal instruction carried out pursuant to a planned curriculum and aids to education such as literature, audio and video recordings, training models, and nature study facilities.
- (b) Temporary emergency treatment and care of injured or orphaned wildlife.
- (c) Temporary treatment and care of wildlife confiscated by the department as evidence.
- (d) Breeding, raising, purchasing, or releasing fish or wildlife which are to be released upon approval of the department pursuant to Sections 6400 and 6401 onto land or into waters of local, state or federal agencies or onto land or into waters open to the public.
- (e) Improvement of fish and wildlife habitat, including, but not limited to, construction of fish screens, weirs, and ladders; drainage or other watershed improvements; gravel and rock removal or placement; construction of irrigation and water distribution systems; earthwork and grading fencing; planting trees and other vegetation management; and removal of barriers to the migration of fish and wildlife.
- (f) Construction, maintenance, and operation of public hatchery facilities.
- (g) Purchase and maintain materials, supplies, or equipment for either the department's ownership and use or the department's use in the normal performance of the department's responsibilities.
- (h) Predator control actions for the benefit of fish or wildlife following certification in writing by the department that the proposed actions will significantly benefit a particular wildlife species.

(i) Scientific fish and wildlife research conducted by institutions of higher learning, qualified researchers, or governmental agencies, if approved by the department.

(j) Reasonable administrative costs, excluding the costs of audits required by Section 13104, for secretarial service, travel, and postage by the county fish and wildlife commission when authorized by the county board of supervisors. For purposes of this subdivision, "reasonable cost" means an amount which does not exceed 3 percent of the average amount received by the fund during the previous three-year period, or three thousand dollars (\$3,000) annually, whichever is greater, excluding any funds carried over from a previous fiscal year.

(k) Contributions to a secret witness program for the purpose of facilitating enforcement of this code and regulations adopted pursuant to this code.

(l) Cost incurred by the district attorney or city attorney in investigating and prosecuting civil and criminal actions for violations of this code, as approved by the department.

(m) Other expenditures, approved by the department, for the purpose of protecting, conserving, propagating, and preserving fish and wildlife.

(Amended by Stats.1990, c 764 (A.B. 4039), § 3; Stats.1991, c. 561 (A.B.722), § 2.)

Angeles Forest Guzzler Repair list 2014-2015

Libre 2-Drinker damaged by mudslide. Replace drinker, relocate and reroute line.
drinker \$300, \$25 concrete

Libre 3-Drinker washed away from normal position need to replace and relocate, reroute line.
drinker \$300, \$25 concrete

Libre 6-Drinker missing.
drinker \$300, concrete \$25

Libre 8-Apron needs replacement and several posts need to be reset, drinker missing
5 sheets apron material @ \$130 each = \$650, drinker \$300, \$25 concrete.

Sawmill 1-Several posts (4) need to be reset, drinker damaged due to rain runoff, reroute line.
Drinker \$300, concrete for posts and drinker \$150

Sawmill 3-Drinker and line washed away due to runoff, relocate and replace drinker and line.
drinker \$300, concrete \$25

Pinyon 4-Set drinker and run line, drinker \$300, concrete \$25

Pinyon 6- Set drinker and run line, drinker \$300, concrete \$25

Pinyon 7-Set drinker and run line, drinker \$300, concrete \$25

North Table Mt 2-Set drinker and run line, drinker \$300, concrete \$25

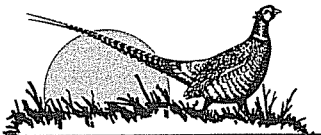
Rincon 1-Set drinker and run line, drinker \$300, concrete, \$25

Rincon 2-Set drinker and run line, drinker \$300, Concrete \$25

Rincon 3-Set drinker and run line, drinker \$300, concrete \$25

Pacifico 3-Drinker and line washed away due to runoff, replace and reroute drinker and line.
drinker \$300, concrete \$25

Total
\$5325.00



PHEASANTS

forever[®]

NATIONAL HEADQUARTERS
1783 Buerkle Circle
St. Paul, Minnesota 55110
(651) 773-2000
(651) 773-5500 FAX

August 2005

RE: QUAIL FOREVER TAX EXEMPT STATUS

To Whom It May Concern:

Quail Forever is organized as a division of Pheasants Forever, Inc. As a division of Pheasants Forever, Quail Forever is also exempt from federal income tax under IRC §501(c)(3). Donations made to Quail Forever are deductible as charitable contributions to the extent allowed under the federal tax code, and donors to Quail Forever may rely on the IRS determination letter issued to Pheasants Forever, Inc.

The Federal Employer ID # for Pheasants Forever, Inc. and Quail Forever is 41-1429149.

Questions related to this issue should be directed to Allan Ferguson or James Koerber at 1-866-457-8245.

Sincerely,
PHEASANTS FOREVER, INC.

Howard K. Vincent
President & CEO

*** Form 990 Online Filers: Please fax completed and signed form to 866-699-3916

Form 8453-EO	Exempt Organization Declaration and Signature for Electronic Filing	OMB No. 1545-1879
For calendar year 2011, or tax year beginning 07/01 , 2011, and ending 06/30 , 20 12		2011
For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868 ▶ See instructions on back.		
Department of the Treasury Internal Revenue Service		
Name of exempt organization PHEASANTS FOREVER INC		Employer identification number 41-1429149

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a	Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b <u>43,041,536</u>
2a	Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b _____
3a	Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22).	3b _____
4a	Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a	Form 8868 check here ▶ <input type="checkbox"/>	b Balance due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration of Officer

- 6 I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.
- If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here ▶ *James Koerber* | 5/14/13 ▶ **James Koerber, CFO**
Signature of officer | Date | Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only	ERO's signature ▶ _____	Date	Check if also paid preparer <input type="checkbox"/>	Check if self-employed <input type="checkbox"/>	ERO's SSN or PTIN
	Firm's name (or yours if self-employed), address, and ZIP code ▶ _____				EIN
					Phone no.

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ _____				Firm's EIN ▶ _____
	Firm's address ▶ _____				Phone no.

Return of Organization Exempt From Income Tax

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

A For the 2011 calendar year, or tax year beginning **07/01**, 2011, and ending **06/30**, 2012

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

C Name of organization **PHEASANTS FOREVER INC**
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1783 BUERKLE CIRCLE
 City or town, state or country, and ZIP + 4
ST PAUL, MN 55110-5254

D Employer identification number
41-1429149

E Telephone number
651-773-2000

G Gross receipts \$ **58,612,617**

F Name and address of principal officer: **Howard K Vincent**
1783 Buerkle Circle, St Paul, MN 55110

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)

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

J Website: ▶ **www.pheasantsforever.org**

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: **1982**

M State of legal domicile: **MN**

H(c) Group exemption number ▶

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: Pheasants Forever is dedicated to the conservation of pheasants, quail and other wildlife through habitat improvements, public awareness, education and land management policies and programs.			
	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	15	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14	
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	265	
	6	Total number of volunteers (estimate if necessary)	6	4,000	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	875,758	
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-71,678		
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 30,273,213	Current Year 30,759,845	
	9	Program service revenue (Part VIII, line 2g)	6,013,358	4,209,654	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	764,752	993,981	
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,978,438	7,078,056	
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	45,029,761	43,041,536	
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	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)	8,494,308	10,033,657	
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0	0	
b		Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,813,162			
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	33,340,299	30,297,805	
18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	41,834,607	40,331,462		
19	Revenue less expenses. Subtract line 18 from line 12	3,195,154	2,710,074		
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 27,550,292	End of Year 30,570,019	
	21	Total liabilities (Part X, line 26)	5,771,624	6,059,873	
	22	Net assets or fund balances. Subtract line 21 from line 20	21,778,668	24,510,146	

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: _____ Date: _____
James Koerber, CFO
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: _____ Preparer's signature: _____ Date: _____ Check if self-employed PTIN: _____
 Firm's name ▶: _____ Firm's EIN ▶: _____
 Firm's address ▶: _____ Phone no.: _____

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:
Pheasants Forever is dedicated to the conservation of pheasants, quail and other wildlife through habitat improvements, public awareness, education and land management policies and programs.

- 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 \$ 2,657,875 including grants of \$) (Revenue \$ 2,901,091)
 Wildlife Habitat Initiatives: During the year Pheasants Forever, Inc. spent \$26.6 million completing 17,406 habitat projects impacting 285,374 acres. Since its inception in 1982, Pheasants Forever has expended approximately \$399.3 million and completed 460,944 habitat projects on 6,823,399 acres of land. These projects include land acquisitions, shelterbelts, wetlands, food plots, nesting cover, maintenance and habitat equipment. Following are current year and historical highlights of the various projects completed by Pheasants Forever: Land Acquisitions-Land acquired by or with the help of Pheasants Forever is generally donated to State and Federal wildlife agencies for public wildlife management areas. During the year, Pheasants Forever spent \$12.5 million to help purchase 7,640 acres of land. Since inception, Pheasants Forever has helped purchase, and put into public domain, 169,507 acres of land at a cost of \$89.7 million. Shelterbelts- A well designed shelterbelt can effectively protect buildings from exposure to harsh weather conditions, roadways from drifting snow and topsoil from wind erosion. Shelterbelts also provide loafing, feeding, roosting and escape cover for pheasants and other upland wildlife throughout the year. In harsh winters, shelterbelts become rescue cover, allowing a nucleus of breeding individuals to survive the winter and repopulate the rural
 (Continued on Schedule O, Statement 1)

4b (Code:) (Expenses \$ 5,225,001 including grants of \$) (Revenue \$ 1,308,563)
 Education and Outreach: The education and outreach component of Pheasants Forever is carried out through the No Child Left Indoors(R) Initiative and the Pheasants Forever magazine, The Journal of Upland Conservation (published five times a year) and the Quail Forever magazine, The Journal of Quail Conservation (published four times a year) as well as newsletters that go out to educators and chapter leaders. Youth programs/events and the Leopold Education Project are part of the No Child Left Indoors(R) Initiative along with workshops, educational materials and resources. More than 100,000 magazines are mailed to members of Pheasants Forever and Quail Forever and contain information pertaining to the need for wildlife habitat development and restoration, the benefits of water and soil conservation, current issues and policies affecting conservation and the tradition of hunting, chapter activities and other special features. The No Child Left Indoors(R) Initiative engages PF and QF chapters in community activities that connect youth and their families to the outdoors. Chapters host more than 1,000 events per year that include hunter safety classes, youth mentor hunts, summer camps, shooting programs, outdoor field days and habitat projects. The Leopold Education Project instills a strong land stewardship message from the ideas and essays of Aldo Leopold. Workshops
 (Continued on Schedule O, Statement 2)

4c (Code:) (Expenses \$ 2,412,470 including grants of \$) (Revenue \$ 0)
 Field Operations: Pheasants Forever's twenty-six wildlife biologists provide support, information, hands-on education to the public, and work on implementation of wildlife habitat development and restoration. PF's biologists also assist members and chapter volunteers to improve wildlife habitat in the most efficient and effective way. (26 professionals)

4d Other program services (Describe in Schedule O.) See Schedule O, Statement 3
 (Expenses \$ 931,058 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses ► 35,143,404

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization, 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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12 a 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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14 a Did the organization maintain an office, employees, or agents outside of the United States?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, 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, Parts I and IV.</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 (see instructions)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
20 a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<input type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

		Yes	No
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? <i>If "Yes," complete Schedule I, Parts I and II</i>		✓
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>		✓
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	✓	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		✓
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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</i>		✓
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>		✓
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? <i>If "Yes," complete Schedule L, Part III</i>		✓
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>		✓
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		✓
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? <i>If "Yes," complete Schedule L, Part IV</i>		✓
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	✓	
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>		✓
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		✓
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>		✓
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>	✓	
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>		✓
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		✓
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>		✓
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>		✓
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>		✓
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	✓	

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 458		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 25		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<input checked="" type="checkbox"/>	
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 265		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	<input checked="" type="checkbox"/>	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	<input checked="" type="checkbox"/>	
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)?		<input checked="" type="checkbox"/>
b	If "Yes," enter the name of the foreign country: ▶ 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?		<input checked="" type="checkbox"/>
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		<input checked="" type="checkbox"/>
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		<input checked="" type="checkbox"/>
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
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?	<input checked="" type="checkbox"/>	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<input checked="" type="checkbox"/>	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		<input checked="" type="checkbox"/>
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input checked="" type="checkbox"/>
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<input checked="" type="checkbox"/>
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.	Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9 Sponsoring organizations maintaining donor advised funds.			
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:			
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:			
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts.	Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	
Note. See the instructions for additional information the organization must report on Schedule O.			
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	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	<input checked="" type="checkbox"/>
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 line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 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.	15	
b	Enter the number of voting members included in line 1a, above, who are independent	14	
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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	<input checked="" type="checkbox"/>
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	<input checked="" type="checkbox"/>
6	Did the organization have members or stockholders?	6	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	<input checked="" type="checkbox"/>
b	Each committee with authority to act on behalf of the governing body?	8b	<input checked="" type="checkbox"/>
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	9	<input checked="" type="checkbox"/>

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the organization have a written whistleblower policy?	13	<input checked="" type="checkbox"/>
14	Did the organization have a written document retention and destruction policy?	14	<input checked="" type="checkbox"/>
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	<input checked="" type="checkbox"/>
b	Other officers or key employees of the organization	15b	<input checked="" type="checkbox"/>
	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	<input checked="" type="checkbox"/>
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 ► See Schedule O, Statement 4
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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
- 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: ► James M Koerber, (651)773-2000

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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			
Robert Brengman Director	3	✓					0	0	0	
Richard Bell Director	3	✓					0	0	0	
Tobias Buck Director	3	✓					0	0	0	
Dr James Call Director	3	✓					0	0	0	
John Gottschalk Director	3	✓					0	0	0	
Paul Hanson Director	3	✓					0	0	0	
Edwin Holland Director	3	✓					0	0	0	
Tim Kessler Director	3	✓					0	0	0	
Diane Lueck Director	3	✓					0	0	0	
R Charles McLravy Director	3	✓					0	0	0	
Leonard Sachs Director	3	✓					0	0	0	
Dan Wells Director	3	✓					0	0	0	
William Zehnder Director	3	✓					0	0	0	
Matt Kucharski Director	3	✓					0	0	0	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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			
Bruce Hertzke Chair	5	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					0	0	0
Robert Larson Secretary	5	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					0	0	0
Jon Lee Treasurer	5	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					0	0	0
Kim Price Past Treasurer	5	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					0	0	0
Howard K Vincent President and CEO	50	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					210,146	0	28,381
James M Koerber Chief Financial Officer	50			<input checked="" type="checkbox"/>				126,407	0	12,706
David E Nomsen VP of Governmental Affairs	50					<input checked="" type="checkbox"/>		119,049	0	22,663
Joseph J Duggan VP of Corporate Relations	50					<input checked="" type="checkbox"/>		111,502	0	5,824
Richard Young VP of Field Operations	50					<input checked="" type="checkbox"/>		103,915	0	11,162
David Bue VP Development	50					<input checked="" type="checkbox"/>		110,935	0	12,743
1b Sub-total								781,954	0	93,479
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								781,954	0	93,479

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 **6**

	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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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
Medica, PO Box 1450, Minneapolis, MN 55485	Medical Insurance Coverage	876,094
Pinpoint-360, 7075 Shady Oak Rd, Eden Prairie, MN 55344	Printing Services	678,527
FDC Enterprises, PO Box 189, New Albany, OH 43054-0189	Habitat Restoration Servi	538,266
Banta, PO Box 809284, Chicago, IL 60680	Printing	367,859
Cartier Agency, 2631 W Superior St, Duluth, MN 55806	Insurance	181,706

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 **9**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a 49,262						
	b	Membership dues	1b 3,910,071						
	c	Fundraising events	1c 0						
	d	Related organizations	1d 0						
	e	Government grants (contributions)	1e 20,411,833						
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 6,388,679						
	g	Noncash contributions included in lines 1a-1f: \$	967,062						
	h	Total. Add lines 1a-1f	▶	30,759,845					
Program Service Revenue				Business Code					
	2a	Habitat Project Revenue	900099	2,901,091	2,901,091	0	0		
	b	Membership Dues	900099	1,266,292	1,266,292	0	0		
	c	Conservation Education Revenue	900099	42,271	42,271	0	0		
	d								
	e								
	f	All other program service revenue		0	0	0	0		
g	Total. Add lines 2a-2f	▶	4,209,654						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	▶	12,431	0	0	12,431		
	4	Income from investment of tax-exempt bond proceeds ▶		0	0	0	0		
	5	Royalties	▶	218,388	0	0	218,388		
	6a	Gross rents	(i) Real	121,583					
			(ii) Personal	0					
			b	Less: rental expenses	30,585	0			
			c	Rental income or (loss)	90,998	0			
	d	Net rental income or (loss)	▶	90,998	0	0	90,998		
	7a	Gross amount from sales of assets other than inventory	(i) Securities	1,144,441					
			(ii) Other	980,864					
			b	Less: cost or other basis and sales expenses	1,143,755	0			
			c	Gain or (loss)	686	980,864			
	d	Net gain or (loss)	▶	981,550	980,864	0	686		
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a	9,498,207					
			b	Less: direct expenses	b 6,713,834				
			c	Net income or (loss) from fundraising events	▶	2,784,373		0	2,784,373
	9a	Gross income from gaming activities. See Part IV, line 19	a	8,166,724					
			b	Less: direct expenses	b 5,905,541				
			c	Net income or (loss) from gaming activities	▶	2,261,183	0	0	2,261,183
	10a	Gross sales of inventory, less returns and allowances	a	2,703,642					
b			Less: cost of goods sold	b 1,777,366					
c			Net income or (loss) from sales of inventory	▶	926,276	709,082	217,194	0	
Miscellaneous Revenue			Business Code						
11a	Advertising-Publications	541800	642,526	0	642,526	0			
		b Advertising-Web	900004	16,038	0	16,038	0		
		c Miscellaneous	900099	23,207	23,207	0	0		
		d All other revenue		115,067	115,067	0	0		
		e Total. Add lines 11a-11d	▶	796,838					
12	Total revenue. See instructions.	▶	43,041,536	6,037,874	875,758	5,368,059			

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	0	0		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0	0		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0	0		
4 Benefits paid to or for members	0	0		
5 Compensation of current officers, directors, trustees, and key employees	381,112	167,536	177,675	35,901
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7 Other salaries and wages	7,940,920	6,503,388	576,309	861,223
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	341,291	250,217	47,991	43,083
9 Other employee benefits	726,350	612,707	48,279	65,364
10 Payroll taxes	643,984	518,216	56,466	69,302
11 Fees for services (non-employees):				
a Management	51,932	35,271	15,761	900
b Legal	17,348	0	17,348	0
c Accounting	99,223	0	99,223	0
d Lobbying	0	0	0	0
e Professional fundraising services. See Part IV, line 17	0			0
f Investment management fees	0	0	0	0
g Other	0	0	0	0
12 Advertising and promotion	833,137	0	0	833,137
13 Office expenses	1,742,363	1,367,855	68,649	305,859
14 Information technology	0	0	0	0
15 Royalties	0	0	0	0
16 Occupancy	38,382	9,558	3,251	25,573
17 Travel	1,229,197	1,085,493	42,107	101,597
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19 Conferences, conventions, and meetings	63,149	10,171	52,700	278
20 Interest	14,627	895	13,732	0
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	390,033	258,600	33,926	97,507
23 Insurance	285,408	217,913	15,222	52,273
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 Habitat Projects	20,617,057	20,617,057	0	0
b Conservation Education	2,929,198	2,929,198	0	0
c Direct Mail	917,987	0	0	917,987
d Equipment Rental and Maintenance	299,015	275,900	16,678	6,437
e All other expenses	769,749	283,429	89,579	396,741
25 Total functional expenses. Add lines 1 through 24e	40,331,462	35,143,404	1,374,896	3,813,162
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	11,337,134	1	12,217,330
	2 Savings and temporary cash investments	675,868	2	426,329
	3 Pledges and grants receivable, net	409,376	3	376,763
	4 Accounts receivable, net	2,401,768	4	4,634,259
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	1,534,881	8	1,506,109
	9 Prepaid expenses and deferred charges	374,551	9	524,728
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	4,265,237		
	b Less: accumulated depreciation	2,155,475		
	11 Investments—publicly traded securities	4,246,663	11	4,639,211
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11	3,948,412	13	3,545,313
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	442,678	15	590,215
16 Total assets. Add lines 1 through 15 (must equal line 34)	27,550,292	16	30,570,019	
Liabilities	17 Accounts payable and accrued expenses	3,779,369	17	4,075,635
	18 Grants payable	0	18	0
	19 Deferred revenue	149,073	19	183,019
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	120,123	23	102,627
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	1,723,059	25	1,698,592
	26 Total liabilities. Add lines 17 through 25	5,771,624	26	6,059,873
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	19,566,722	27	21,669,283
	28 Temporarily restricted net assets	1,673,692	28	2,274,626
	29 Permanently restricted net assets	538,254	29	566,237
	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	21,778,668	33	24,510,146
34 Total liabilities and net assets/fund balances	27,550,292	34	30,570,019	

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	43,041,536
2	Total expenses (must equal Part IX, column (A), line 25)	2	40,331,462
3	Revenue less expenses. Subtract line 2 from line 1	3	2,710,074
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	21,778,668
5	Other changes in net assets or fund balances (explain in Schedule O)	5	21,404
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	24,510,146

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?		<input checked="" type="checkbox"/>
b Were the organization's financial statements audited by an independent accountant?	<input checked="" type="checkbox"/>	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	<input checked="" type="checkbox"/>	
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 type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	

Public Charity Status and Public Support

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

PHEASANTS FOREVER INC

Employer identification number

41-1429149

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

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

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

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

h Provide the following information about the supported organization(s).

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	15,961,268	15,242,405	23,033,700	30,273,213	30,759,845	115,270,431
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	23,280,497	23,768,893	22,114,371	27,287,894	24,578,227	121,029,882
3 Gross receipts from activities that are not an unrelated trade or business under section 513	0	0	0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
6 Total. Add lines 1 through 5	39,241,765	39,011,298	45,148,071	57,561,107	55,338,072	236,300,313
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	76,000	49,300	166,242	50,000	35,000	376,542
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0	0	0	0	0	0
c Add lines 7a and 7b	76,000	49,300	166,242	50,000	35,000	376,542
8 Public support (Subtract line 7c from line 6.)						235,923,771

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	39,241,765	39,011,298	45,148,071	57,561,107	55,338,072	236,300,313
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	718,565	560,249	213,190	398,734	352,402	2,243,140
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	0	0	0	0	0	0
c Add lines 10a and 10b	718,565	560,249	213,190	398,734	352,402	2,243,140
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	61,132	112,725	44,853	148,097	115,067	481,874
13 Total support. (Add lines 9, 10c, 11, and 12.)	40,021,462	39,684,272	45,406,114	58,107,938	55,805,541	239,025,327

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	98.7 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	98.41 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	0.94 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	1.21 %

19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

General Explanation - Miscellaneous Revenue

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

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 organization PHEASANTS FOREVER INC	Employer identification number 41-1429149
--	---

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-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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)	0													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	358,793													
c	Total lobbying expenditures (add lines 1a and 1b)	358,793													
d	Other exempt purpose expenditures	34,784,611													
e	Total exempt purpose expenditures (add lines 1c and 1d)	35,143,404													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000
c Total lobbying expenditures	254,083	334,428	437,034	358,793	1,384,338
d Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures	0	0	0	0	0

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

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

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) 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	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

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

**SCHEDULE D
(Form 990)**

Supplemental Financial Statements

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **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.**

Name of the organization

Employer identification number

PHEASANTS FOREVER INC

41-1429149

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

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

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

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

	Held at the End of the Tax Year
a Total number of conservation easements	2
b Total acreage restricted by conservation easements	178
c Number of conservation easements on a certified historic structure included in (a)	0
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	0

- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ 0
- Number of states where property subject to conservation easement is located ▶ 2
- 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
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ 60
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ 2,500
- 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
- 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.

- If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- 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:
 - Revenues included in Form 990, Part VIII, line 1 ▶ \$
 - Assets included in Form 990, Part X ▶ \$
- 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:
 - Revenues included in Form 990, Part VIII, line 1 ▶ \$
 - Assets included in Form 990, Part X ▶ \$

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

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b** If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	538,593	33,254	27,254	21,254	
b Contributions	124,433	505,000	6,000	6,000	
c Net investment earnings, gains, and losses	34,715	440	71	339	
d Grants or scholarships	0	0	0	0	
e Other expenditures for facilities and programs	1,677	101	71	339	
f Administrative expenses	0	0	0	0	
g End of year balance	696,064	538,593	33,254	27,254	

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment ▶ 13.9 %
 - b** Permanent endowment ▶ 86.1 %
 - c** Temporarily restricted endowment ▶ 0 %
- 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:
- | | Yes | No |
|--|---------------|----|
| (i) unrelated organizations | 3a(i) | ✓ |
| (ii) related organizations | 3a(ii) | ✓ |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI 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	0	410,000		410,000
b Buildings	0	967,625	177,398	790,227
c Leasehold improvements	0	18,470	616	17,854
d Equipment	0	2,869,142	1,977,461	891,681
e Other	0	0	0	0
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,109,762

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (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
(1) Land Held For Resale	3,545,313	Cost
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶	3,545,313	

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes	0	
(2) Grant Advances	1,462,584	
(3) Lont Term Portion of Charitable Gift Annuity	236,008	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,698,592	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1 43,041,536
2	Total expenses (Form 990, Part IX, column (A), line 25)	2 40,331,462
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3 2,710,074
4	Net unrealized gains (losses) on investments	4 21,404
5	Donated services and use of facilities	5 0
6	Investment expenses	6 0
7	Prior period adjustments	7 0
8	Other (Describe in Part XIV.)	8 0
9	Total adjustments (net). Add lines 4 through 8	9 21,404
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10 2,731,478

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 57,637,477
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	2a 21,404
b	Donated services and use of facilities	2b 14,009,280
c	Recoveries of prior year grants	2c 0
d	Other (Describe in Part XIV.)	2d -949,953
e	Add lines 2a through 2d	2e 13,080,731
3	Subtract line 2e from line 1	3 44,556,746
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a 0
b	Other (Describe in Part XIV.)	4b -1,515,210
c	Add lines 4a and 4b	4c -1,515,210
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5 43,041,536

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1 55,534,916
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities	2a 14,009,280
b	Prior year adjustments	2b 0
c	Other losses	2c 0
d	Other (Describe in Part XIV.)	2d 1,515,210
e	Add lines 2a through 2d	2e 15,524,490
3	Subtract line 2e from line 1	3 40,010,426
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a 0
b	Other (Describe in Part XIV.)	4b 321,036
c	Add lines 4a and 4b	4c 321,036
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5 40,331,462

Part XIV Supplemental Information

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

Schedule D, Part II, Line 5 - Pheasants Forever, Inc. and its subsidiaries believe that the long-term control of wildlife habitat is often in the best interest of both the public and wildlife. Conservation easements provide one mechanism by which the organization can facilitate long-term control without the up-front expense and long-term operational costs of land ownership. On-going monitoring and enforcement are important components of successful conservation easements. The following steps will be conducted for each Pheasants Forever owned conservation easement * Baseline Survey Pheasants Forever staff will evaluate the property with the owner(s) to document the property's resource values (current and potential), boundaries, and potential threats and hazards. The Baseline Survey will be conducted using The Forever Land Trust Baseline Documentation Checklist. The Baseline Survey should be conducted within one year of acquiring the interest and the landowner should be involved whenever possible. * Monitoring Pheasants Forever staff and/or volunteers will conduct annual on-site or aerial monitoring of all conservation easements to evaluate current resource conditions and to document existing or potential threats to the easement. To the extent practicable, the persons involved in monitoring should have pertinent information from the baseline survey for comparison with current conditions. A monitoring report will be filed and maintained with the baseline survey in Pheasants Forever's files at the National Office. The Public Finance Director will immediately be notified of any perceived threats. * Enforcement Any necessary enforcement action is to be undertaken by Pheasants Forever's Public Finance Director in conjunction with local staff. * Easement Modification Easements may be modified only if the protected resources will benefit from a modification. Any modification request should be sent to the Public Finance Director for evaluation. The Chief Executive Officer must approve any modification.

Part XIV - Supplemental Information (Continued)

Schedule D, Part II, Line 9 - Audited Financial Statements Footnote: A conservation easement is a voluntary, legally enforceable agreement between a landowner and another entity in which the landowner gives up certain rights to use or modify their land subject to the terms of the easement. The entity agrees to monitor and enforce conditions within the agreement throughout the life of the easement (usually in perpetuity). In certain cases, the Organization acquires, or accepts as a donation, easements that provide conservation benefits consistent with the Organization's mission. Conservation easements that are purchased are recorded as program expense in the year acquired. Contributed easements are recorded as contribution income and program expense based on appraisal or other estimates of value. At June 30, 2012 and 2011, the Organization held two conservation easements covering a total of 178 acres.

Schedule D, Part V, Line 4 - *Wildlife Conservation Experience Fund- The Wildlife Conservation Experience Fund is meant to perpetually fund an annual Conservation Career Day for high school aged students in the host community of Pheasant Fest or other national events. Students are provided the opportunity to explore a variety of careers in conservation and the outdoor recreation industry. Resource professionals and representatives from the outdoor recreation industry provide sessions that emphasize the opportunities and career paths students can pursue. Students are provided the opportunity to visit the Youth Village and the show floor to experience "hands-on" activities. *Forever Shooting Sports Fund - The Forever Shooting Sports Fund will perpetually fund the chapter incentive portion of PF & QF's Forever Shooting Sports Program. The chapter incentive program consists of an ammunition match grant that partially reimburses chapters for ammunition costs associated with local shooting sports events for kids and their families. Chapters are required to submit a post event report from, ammo grant request form and a copy of the ammo receipt. Dependent upon organizational chapter priorities, this program may provide other incentives for shooting sports initiatives in the future. *Leopold Education Project Endowment is to support an environmental education program based on the classic writings of the renowned conservationist, Aldo Leopold. The LEP curriculum aligns with the essays in "A Sand County Almanac" as a springboard for observing the natural world, to instill a love and respect for the land and all that inhabit the land and to protect the earth's natural resources.

Schedule D, Part X, Line 2 - The Organization has been granted exempt status relative to federal and state corporate income taxes under Section 501(c)(3) of the Internal Revenue Code and applicable state codes. It has been classified as an organization that is not a private foundation. Therefore, charitable contributions are tax deductible. The Organization follows the guidance outlined in the Income Tax Topic of FASB Accounting Standards Codification. The Organization is subject to unrelated business income tax on advertising revenues and merchandise sales. As of June 30, 2012 and 2011, there was no liability recorded for unrelated business income taxes as the income from those activities was not significant. The Organization has generated net operating losses totaling approximately \$381,000 over the past several years, the tax benefit of which has been offset 100% by a valuation allowance. The Organization's tax returns are subject to review and examination by federal authorities. The tax returns for the years 2009 through 2011 are open to examination by federal authorities. The two single member limited liability companies owned by Organization are disregarded entities for income tax purposes and follow the same tax treatment as the Organization.

Schedule D, Part XII, Line 2d - Cost of membership premiums -321,036; Change in temporarily restricted net assets -600,934; Change in permanently restricted net assets -27,983.

Schedule D, Part XII, Line 4b - Cost of wildlife habitat seed sold -1,501,378; Cost of Leopold Education Project materials sold -13,832.

Schedule D, Part XIII, Line 2d - Cost of wildlife habitat seed sold 1,501,378; Cost of Leopold Education Project materials sold 13,832.

Schedule D, Part XIII, Line 4b - Cost of membership premiums 321,036.

Part XIV - Supplemental Information (Continued)

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

PHEASANTS FOREVER INC

Employer identification number

41-1429149

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a** Mail solicitations
 - b** Internet and email solicitations
 - c** Phone solicitations
 - d** In-person solicitations
 - e** Solicitation of non-government grants
 - f** Solicitation of government grants
 - g** Special fundraising events
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total						

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>Pheasant Fest</u> (event type)	<u>Plymouth County (IA)</u> (event type)	<u>577</u> (total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	852,361	158,178	8,487,668	9,498,207
	2 Less: Charitable contributions	0	0	0	0
	3 Gross income (line 1 minus line 2)	852,361	158,178	8,487,668	9,498,207
Direct Expenses	4 Cash prizes	0	0	0	0
	5 Noncash prizes	14,952	19,968	2,052,025	2,086,945
	6 Rent/facility costs	120,380	0	0	120,380
	7 Food and beverages	94,713	12,135	1,156,509	1,263,357
	8 Entertainment	0	0	0	0
	9 Other direct expenses	223,550	26,467	2,993,135	3,243,152
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(6,713,834)
11 Net income summary. Combine line 3, column (d), and line 10 ▶				2,784,373	

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes			0	0
	3 Noncash prizes			5,905,541	5,905,541
	4 Rent/facility costs				0
	5 Other direct expenses				0
6 Volunteer labor	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 99.3 % <input type="checkbox"/> No		
7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				(5,905,541)	
8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				2,261,183	

- 9** Enter the state(s) in which the organization operates gaming activities: See Schedule G, Part IV, Statement 1
- a** Is the organization licensed to operate gaming activities in each of these states? Yes No
- b** If "No," explain:
- 10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
- b** If "Yes," explain:

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|-------|
| a The organization's facility | 13a | 0 % |
| b An outside facility | 13b | 100 % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ Various Volunteers at Local Chapter

Address ▶ 1783 Buerkle Circle St Paul, MN 55110

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

Name ▶

Address ▶

16 Gaming manager information:

Name ▶ Various Local Chapter Volunteers

Gaming manager compensation ▶ \$ 0

Description of services provided ▶ Applying for gaming licenses and filing required gaming reports with the appropriate agency.

- Director/officer Employee Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ 2,261,183

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

States Where Gaming Conducted

States

AL
AR
AZ
CA
CO
FL
GA
IA
ID
IL
IN
KS
KY
LA
MD
MI
MN
MO
MS
MT
NC
ND
NE
NJ
NM
NV
NY
OH
OK
OR
PA
SC
SD
TN
TX
UT
WA
WI
WV

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

Compensation Information
For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

PHEASANTS FOREVER INC

Employer identification number

41-1429149

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"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3 Indicate which, if any, of the following the 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. Explain in Part III. <input type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <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	✓
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	✓
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c	✓
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a The organization?	5a	✓
b Any related organization? If "Yes" to line 5a or 5b, describe in Part III.	5b	✓
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? If "Yes" to line 6a or 6b, describe in Part III.	6b	✓
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	(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				
Howard K Vincent	(i)	(ii)	(iii)				
1	196,146 0	14,000 0	0 0	11,342 0	17,039 0	238,527 0	228,834 0
2	(i)	(ii)					
3	(i)	(ii)					
4	(i)	(ii)					
5	(i)	(ii)					
6	(i)	(ii)					
7	(i)	(ii)					
8	(i)	(ii)					
9	(i)	(ii)					
10	(i)	(ii)					
11	(i)	(ii)					
12	(i)	(ii)					
13	(i)	(ii)					
14	(i)	(ii)					
15	(i)	(ii)					
16	(i)	(ii)					

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.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

**Open To Public
Inspection**

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Department of the Treasury
Internal Revenue Service

Name of the organization

PHEASANTS FOREVER INC

Employer identification number

41-1429149

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles	✓	1	31,372	Fair Market Value
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	✓	4	30,388	Avg Mkt Value
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other	✓	14	905,302	Appraisal/Assessed Val
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **4**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		✓
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	✓	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		✓
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

Name of the organization

PHEASANTS FOREVER INC

Employer identification number

41-1429149

Form 990, Part VI, Section A, Line 4 - The Organization amended and restated its Bylaws effective May 5, 2012. The principal purpose of the changes in the Bylaws was to establish a maximum amount of time that a Director may serve on the Board. The previous Bylaws did not limit the amount of time that a Director could continuously serve. The new Bylaws establish an initial Term of Assessment which provides a one year term for newly elected Directors. Following the Term of Assessment, a Director may be elected to a Call Term, which may be from one to three years in order to provide approximately equal term expirations schedules for the Board. Following a Call Term, a Director may be elected to a maximum of 2 additional three year terms before leaving the Board. The new Bylaws also established term and amount thresholds for contracts that require advance Board approval. No other changes in the amended and restated Bylaws substantially affect the way in which the Organization is governed.

Form 990, Part VI, Section B, Line 11b - The Form 990 was prepared by management and reviewed for accuracy. All members of the Board of Directors received a copy of the Form prior to filing and were provided opportunity to comment and ask questions.

Form 990, Part VI, Section B, Line 12c - Responsible Persons with respect to the conflict of interest policy include (a) any person who is, or was at any time during the past five years, in a position to exercise substantial influence over the affairs of the Corporation, or (b) a member of the family (spouses, parents, children, grandchildren, great grandchildren, brothers and sisters, and spouses any of them, and ancestors) or business partner or associate of an individual described in (a) above, or (c) a 35% controlled entity (a corporation, partnership, or trust or estate for which person(s) described in (a) or (b) above, control more than 35% of the voting rights, profit interests, and beneficial interests, respectively.) In addition, all voting members of the Board of Directors, presidents, CEOs, CFOs, COOs, treasurers, and other persons who have or share similar powers or responsibilities shall automatically be considered Responsible Persons by this policy with respect to this policy. All responsible persons are required to annually disclose in writing any potential conflicts of interest in accordance with the policy as well as disclosing any family or business relationships that they have with another Responsible Person. A Responsible Person is immediately required to disclose to the Chief Executive Officer or the Chair of the Board of Directors any material transaction that he or she has entered into, or is contemplating entering into with the Corporation. If the transaction involves the Chief Executive Officer, he or she must disclose to the Chair of the Board of Directors or the Secretary of the Board of Directors the potential conflict. If the transaction involves the Chair of the Board of Directors, he or she shall disclose to the Chief Executive Officer or the Secretary of the Board of Directors the potential conflict. The person(s) receiving notice that a potential conflict of interest exists shall review the facts and circumstances of the transaction or matter and make a determination as to whether a conflict of interest exists as defined above. Contemporaneous documentation of the facts, circumstances and the decision reached shall be made in the minutes of the Board of Directors or a committee of the Board of Directors, or in other written documentation to be retained in the Corporation's permanent records. Upon the determination that a conflict of interest involving a Responsible Person does in fact exist, that person shall be notified as such, and he or she shall be precluded from voting on, or otherwise making, participating in, or attempting to influence a decision related to the transaction for which the conflict of interest exists.

Form 990, Part VI, Section B, Line 15 - Compensation for the President/CEO is set by the Executive Committee of the Board, and is based on review of compensation data from other nonprofit organizations of similar size and scope as well as data from several published compensation surveys. The Committee reviews the President/CEO's achievement of goals for the year along with the compensation data described above to determine salary adjustments as well as any incentive compensation to be awarded. This review process takes place annually, and last occurred in May 2012. Compensation for other officers and key employees is set by the President/CEO and is performed using the same compensation data sources described above for the applicable positions held.

Form 990, Part VI, Section C, Line 19 - The organizing documents and financial statements are available to the public upon request.

Form 990, Part XI, Line 5 - Net unrealized gains on investments.

Supplemental Information (Continued)

First Program Service Accomplishments Description

Description

landscape the next spring. During the year, Pheasants Forever expended \$655,689 to plant 543,893 trees and has spent \$18.7 million and planted over 32 million trees since 1982. Wetlands - Wetlands provide an excellent source of winter cover and provide the best overall survival rates for pheasants. A wetland's dense network of stems provides effective insulation from cold temperatures and wind chill, and provides shelter from blowing and drifting snow. Pheasants Forever restored 976 acres of wetlands during the year and 70,818 acres of wetlands since inception. Food Plots- Winter cover is much more effective with a high energy food source nearby. Well-placed food plots establish safe foraging patterns, restrict unnecessary movements, and provide a dependable food source. A dependable high energy food source is needed to carry female birds through harsh winters in good condition and leads to a reduction in mortality rate during the following spring nesting season. During the year, Pheasants Forever planted 71,782 acres of food plots and has planted 1,547,816 acres of food plots since 1982. Nesting Cover - Throughout the pheasant range, nesting cover is the single most important limiting factor for wildlife populations. Establishing the right vegetation and managing it properly will provide pheasants with concealment from predators and protection from various weather conditions. Pheasants Forever established or improved 143,665 acres of nesting cover in during the year, and 2.6 million acres since 1982. Equipment - Pheasants Forever chapters purchase specialized habitat equipment which is either donated to local wildlife agencies or made available to local landowners to aid in establishing and/or maintaining their own habitat projects. During the year, Pheasants Forever expended \$526,828 to purchase habitat equipment and has spent \$13.4 million on habitat equipment since inception. Farm Bill Biologist Program - Pheasants Forever has developed a network of 100+ trained biologists that work directly with local landowners around the country. These Farm Bill Biologists assist landowners in designing, developing, and funding habitat improvements on private lands. PF Farm Bill Biologists possess the knowledge of federal, state, and local programs to assist landowners in finding the right program to meet their personal habitat and land use goals. Through a unique partnership, Farm Bill Biologists are located in local USDA service centers in priority habitat areas throughout the pheasant range.

Second Program Service Accomplishments Description

Description

provide educators with training and materials to carry out school and community lessons and activities. Youth 17 or younger can become Ringnecks and/or Whistler members. Almost 16,000 youth members receive the youth magazine Upland Tales four times a year. Youth leadership is encouraged at the local level and through state youth leadership councils and a National Youth Leadership Council comprised of 20 active young leaders from across the country. Educational brochures also are available on subjects such as habitat and pheasant population dynamic.

Other Program Services Accomplishments

Activity Code	Description	Expense	Grants	Revenue
	Pheasants Forever provides support for and informs and updates, the more than 135,000 members and nearly 750 chapters, as to the need for ongoing work in wildlife conservation and provides assistance to accomplish that goal.	931,058	0	0
Total:		931,058	0	0

States Where Copy Of Return Is Filed

States

AZ

CA

CO

IL

KS

KY

LA

MD

MI

MN

NJ

NY

OH

OK

OR

PA

SC

UT

WA

WI

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ 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.

Name of the organization
PHEASANTS FOREVER INC

Employer identification number
41-1429149

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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?
(1) Habitat Forever LLC (20-5803961) 1783 Buerkle Circle, St Paul, MN 55110	Wildlife Habitat Development and Improvement	DE	72,028	1,209,414	N/A
(2) The Forever Land Trust LLC (20-5803401) 1783 Buerkle Circle, St Paul, MN 55110	Long-term Land Protection	DE	2,793	245,605	N/A
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?	
						Yes	No
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

Cat. No. 50135V

Schedule R (Form 990) 2011

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

(1)	(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	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													

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

(1)	(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
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule.

		Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	
b	Gift, grant, or capital contribution to related organization(s)	1b	
c	Gift, grant, or capital contribution from related organization(s)	1c	
d	Loans or loan guarantees to or for related organization(s)	1d	
e	Loans or loan guarantees by related organization(s)	1e	
f	Sale of assets to related organization(s)	1f	
g	Purchase of assets from related organization(s)	1g	
h	Exchange of assets with related organization(s)	1h	
i	Lease of facilities, equipment, or other assets to related organization(s)	1i	
j	Lease of facilities, equipment, or other assets from related organization(s)	1j	
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k	
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l	
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	
n	Sharing of paid employees with related organization(s)	1n	
o	Reimbursement paid to related organization(s) for expenses	1o	
p	Reimbursement paid by related organization(s) for expenses	1p	
q	Other transfer of cash or property to related organization(s)	1q	
r	Other transfer of cash or property from related organization(s)	1r	

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)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

	(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		Yes	No	
(1)														
(2)														
(3)														
(4)														
(5)														
(6)														
(7)														
(8)														
(9)														
(10)														
(11)														
(12)														
(13)														
(14)														
(15)														
(16)														

Part VII **Supplemental Information**

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

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2012 AND 2011

**PHEASANTS FOREVER, INC. AND SUBSIDIARIES
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YEARS ENDED JUNE 30, 2012 AND 2011**

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CliftonLarsonAllen

CliftonLarsonAllen LLP
www.cliftonlarsonallen.com

INDEPENDENT AUDITORS' REPORT

Board of Directors
Pheasants Forever, Inc. and Subsidiaries
St. Paul, Minnesota

We have audited the accompanying consolidated balance sheets of Pheasants Forever, Inc. and Subsidiaries as of June 30, 2012 and 2011, and the related consolidated statements of activity, cash flows, and functional expenses for the years then ended. These consolidated financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Pheasant Forever, Inc. and Subsidiaries as of June 30, 2012 and 2011, and their changes in net assets and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Minneapolis, Minnesota
January 9, 2013

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
JUNE 30, 2012 AND 2011

	2012	2011
ASSETS		
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 12,035,755	\$ 11,574,409
Investments - Short-term	4,639,211	4,246,663
Accounts Receivable (Net)	4,634,259	2,401,768
Pledges Receivable (Net)	248,975	269,153
Inventories	1,506,109	1,534,881
Land Held for Resale	144,500	965,825
Prepaid Expenses	524,728	374,551
Total Current Assets	23,733,537	21,367,250
PROPERTY AND EQUIPMENT		
Less: Accumulated Depreciation	4,265,237	3,944,403
Total Property and Equipment	2,155,475	1,765,442
Total Property and Equipment	2,109,762	2,178,961
OTHER ASSETS		
Cash and Investments - Endowments	607,904	438,593
Land Held for Resale	3,400,813	2,982,587
Pledges Receivable - Long-Term	127,788	140,223
Beneficial Interest in Trust	556,535	432,253
Cash Surrender Value of Life Insurance	33,680	10,425
Total Other Assets	4,726,720	4,004,081
Total Other Assets	4,726,720	4,004,081
Total Assets	\$ 30,570,019	\$ 27,550,292
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts Payable	\$ 3,371,520	\$ 3,113,355
Accrued Employee Benefits, Withholdings and Other Liabilities	704,115	666,014
Bank Line of Credit	63,943	-
Current Maturities of Long-Term Debt	9,594	77,983
Grant Advances	1,462,584	1,471,948
Deferred Revenues	183,019	149,073
Liability Under Annuity Agreement	15,707	15,103
Total Current Liabilities	5,810,482	5,493,476
LONG-TERM LIABILITIES		
Liability Under Annuity Agreement	220,301	236,008
Long-Term Debt, Net of Current Maturities	29,090	42,140
Total Long-Term Liabilities	249,391	278,148
Total Long-Term Liabilities	249,391	278,148
Total Liabilities	6,059,873	5,771,624
NET ASSETS		
Unrestricted	21,272,383	19,466,722
Unrestricted - Board Designated Reserve	300,000	100,000
Unrestricted - Designated Endowment	96,900	-
Temporarily Restricted	2,274,626	1,673,692
Permanently Restricted	566,237	538,254
Total Net Assets	24,510,146	21,778,668
Total Net Assets	24,510,146	21,778,668
Total Liabilities and Net Assets	\$ 30,570,019	\$ 27,550,292

See accompanying Notes to Consolidated Financial Statements.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF ACTIVITY
YEARS ENDED JUNE 30, 2012 AND 2011

	2012	2011
CHANGES IN UNRESTRICTED NET ASSETS:		
SUPPORT AND REVENUE		
Support:		
Contributions (Including In-Kind Contributions - Note 7)	\$ 19,582,532	\$ 18,014,508
Banquet and Event Revenues	17,664,931	18,104,646
Direct Expenses of Banquets and Events	(12,619,375)	(12,262,437)
Net Support from Banquets and Events	5,045,556	5,842,209
Membership Dues	4,820,023	4,906,259
Total Support	29,448,111	28,762,976
Revenue:		
Sales of Merchandise	509,229	488,533
Cost of Merchandise Sold	(262,156)	(242,439)
Gross Profit on Merchandise Sales	247,073	246,094
Program Service Revenue	6,118,639	8,110,503
Government Program Grants	20,411,833	18,099,983
Advertising Revenues	681,771	699,213
Investment Income	256	101,967
Other Income	424,453	470,702
Total Revenue	27,884,025	27,728,462
Net Assets Released from Restrictions	305,341	368,478
Total Support and Revenue	57,637,477	56,859,916
EXPENSES		
Program Services	50,667,894	50,260,897
Supporting Services:		
Administrative Expenses	1,374,896	1,283,064
Fundraising Expenses	3,492,126	3,213,796
Total Supporting Services	4,867,022	4,496,860
Total Expenses	55,534,916	54,757,757
CHANGES IN UNRESTRICTED NET ASSETS	2,102,561	2,102,159
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS		
Time and Purpose Restricted Contributions	872,010	969,449
Investment Income	34,265	339
Net Assets Released from Restrictions	(305,341)	(368,478)
Changes in Temporarily Restricted Net Assets	600,934	601,310
PERMANENTLY RESTRICTED CONTRIBUTIONS	27,983	505,000
CHANGES IN NET ASSETS	2,731,478	3,208,469
Net Assets - Beginning of the Year	21,778,668	18,570,199
NET ASSETS - END OF YEAR	\$ 24,510,146	\$ 21,778,668

See accompanying Notes to Consolidated Financial Statements.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2012 AND 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Changes in Net Assets	\$ 2,731,478	\$ 3,208,469
Adjustments to Reconcile Changes in Net Assets to Net Cash Provided by Operating Activities:		
Value of Donated Land	(418,226)	(285,000)
Value of Donated Securities	(50,388)	(2,979)
Depreciation	390,033	337,158
Net Gain on Sales and Disposals of Equipment	-	(3,787)
Net Realized and Unrealized Gain on Investments	(22,090)	(79,576)
Change in Valuation of Annuity Obligations	10,044	40,250
Change in Valuation of Beneficial Interest in Trust	(124,282)	(130,573)
Change in Valuation of Land Held for Resale	-	92,100
Change in Valuation of Life Insurance	(23,255)	(10,425)
Contributions Restricted for Long-Term Investment	(27,983)	(505,000)
Gain on Sale of Land	(25,039)	(53,225)
Change in Current Assets and Liabilities:		
Increase in Accounts Receivable	(2,232,491)	(155,275)
Decrease (Increase) in Inventories	28,772	(4,521)
Decrease in Pledges Receivable	32,613	115,217
Increase in Prepaid Expenses	(150,177)	(178,490)
Increase in Accounts Payable	258,165	634,667
Increase in Accrued Employee Benefits, Withholdings and Other Liabilities	38,101	25,891
Decrease in Grant Advances	(9,364)	(57,101)
Increase (Decrease) in Deferred Revenues	33,946	(110,213)
Net Cash Provided by Operating Activities	439,857	2,877,587
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of Property and Equipment	(320,834)	(254,833)
Acquisition of Land Held for Resale	(114,500)	(1,679,825)
Proceeds from Sale of Land Held for Resale	960,864	671,975
Proceeds from Sale of Equipment	-	6,000
Purchase of Investments	(1,633,822)	(1,904,257)
Proceeds from Sale of Investments	1,144,441	2,682,533
Net Cash Provided (Used) by Investing Activities	36,149	(478,407)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on Notes Payable	(81,439)	(634,858)
Proceeds from Borrowing	-	711
Net Borrowings on Bank Line of Credit	63,943	-
Contributions Restricted for Long-Term Investment	27,983	405,000
Payment on Annuity Obligation	(25,147)	(25,147)
Net Cash Used by Financing Activities	(14,660)	(254,294)
NET INCREASE IN CASH AND CASH EQUIVALENTS	461,346	2,144,886
Cash and Cash Equivalents - Beginning of Year	11,574,409	9,429,523
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 12,035,755	\$ 11,574,409
NON-CASH TRANSACTIONS		
Vehicle Purchased in Exchange for Note Payable	\$ -	\$ 49,289
Cash Paid for Interest	\$ 14,628	\$ 32,777

See accompanying Notes to Consolidated Financial Statements.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2012

	Supporting Services		Program Services						
	Administrative Expenses	Fundraising Expenses	Total Program Services	Chapter Services	Membership Services	Field Operations	Public Awareness and Education	Habitat Projects	
Woody Cover/Shelter Belts	\$ -	\$ -	\$ 655,689	\$ -	\$ -	\$ -	\$ -	\$ 655,689	
Nesting Cover	-	-	5,423,942	-	-	-	-	5,423,942	
Food Pots/Feeding	-	-	14,654,991	-	-	-	-	14,654,991	
Land Procurement	-	-	12,474,222	-	-	-	-	12,474,222	
Wetland Restoration	-	-	245,200	-	-	-	-	245,200	
Equipment for Habitat	-	-	526,828	-	-	-	-	526,828	
Other Habitat Projects	-	-	2,146,843	-	-	-	-	2,146,843	
Youth Programs	-	-	2,339,954	-	-	-	-	2,339,954	
Publications	-	-	674,022	-	-	-	-	674,022	
Other Public Awareness and Education	-	-	603,076	-	-	-	-	603,076	
Promotion	-	-	-	-	-	-	-	-	
Salaries and Wages	3,812,883	833,137	6,670,924	29,819	305,826	1,506,522	1,015,874	1,015,874	
Payroll Tax Expense	300,594	69,302	518,216	1,911	24,160	120,758	70,793	70,793	
Employee Benefits	416,611	65,364	612,707	1,315	30,635	97,894	66,252	66,252	
Retirement Plan	128,497	43,083	250,217	1,333	13,056	62,257	45,074	45,074	
Legal Fees	-	-	-	-	-	-	-	-	
Consulting Fees	-	900	35,271	-	30,500	-	4,771	4,771	
Accounting and Audit Fees	-	-	8,340	-	-	-	-	-	
State Registration Fees	-	-	8,340	-	-	-	-	-	
Insurance	93,933	52,273	217,913	76,675	4,574	28,225	14,506	14,506	
Government Relations	-	-	153,205	-	-	-	153,205	-	
Direct Mail Expenses	-	-	-	-	-	-	-	-	
Printing and Supplies	78,509	917,987	258,539	33,769	58,785	48,471	39,005	39,005	
Postage	10,585	219,543	197,410	4,907	163,101	11,528	7,289	7,289	
Shipping	-	176,364	-	-	-	-	-	-	
Occupancy	-	176,364	9,558	880	2,258	-	6,420	-	
Telephone	126,531	274,048	237,884	2,718	3,197	72,420	33,018	33,018	
Travel Expense	545,893	1,229,197	1,085,493	585	1,531	435,194	102,290	102,290	
Meetings and Conferences	927	63,149	10,171	-	1,054	909	7,281	7,281	
Depreciation	125,368	390,033	258,600	37,900	61,159	8,838	25,335	25,335	
Equipment Rental and Maintenance	244,339	299,015	275,900	19,011	11,255	1,203	92	92	
Bad Debt Expense	-	61,061	-	-	-	-	-	-	
Interest Expense	895	14,627	895	-	-	-	-	-	
Miscellaneous	72,253	223,919	121,884	6	798	18,251	30,576	30,576	
Total Expenses	\$42,085,533	\$3,492,126	\$50,667,894	\$219,169	\$711,889	\$2,412,470	\$5,238,833	\$42,085,533	
	75.78%	6.29%	91.23%	0.39%	1.28%	4.34%	9.43%	75.78%	

See accompanying Notes to Consolidated Financial Statements.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2011

Supporting Services		Program Services							
Total	Fundraising	Administrative	Total	Chapter	Membership	Field	Public		
Expenses	Expenses	Expenses	Program	Services	Services	Operations	and Education	Habitat	
100.00%	5.87%	2.34%	91.79%	0.48%	1.18%	4.17%	8.11%	77.85%	
\$54,757,757	\$3,213,796	\$ 1,283,064	\$50,260,897	\$ 264,280	\$ 647,839	\$ 2,281,502	\$ 4,438,210	\$42,629,066	Total Expenses
228,275	125,553	30,511	72,211	100	1,014	18,835	24,610	27,652	Miscellaneous
32,777	-	14,213	18,564	-	-	-	-	18,564	Interest Expense
80,344	-	80,344	-	-	-	-	-	-	Bad Debt Expense
262,717	241	18,564	243,912	19,145	11,394	330	180	212,863	Equipment Rental and Maintenance
337,158	94,850	29,625	212,683	26,969	50,792	9,735	21,119	104,068	Depreciation
114,024	1,895	90,419	21,710	921	2,157	5,750	9,282	3,600	Meetings and Conferences
939,055	82,514	37,782	818,759	1,738	3,063	361,991	57,251	394,716	Travel Expense
203,868	16,488	14,369	173,011	4,374	2,980	80,377	23,655	61,625	Telephone
43,734	29,114	3,702	10,918	1,002	2,570	-	7,346	-	Occupancy
182,623	182,623	-	-	-	-	-	-	-	Shipping
170,710	9,968	11,592	149,150	3,423	119,206	15,722	6,733	4,066	Postage
405,748	109,042	35,427	261,279	55,360	69,760	47,470	39,631	49,058	Printing and Supplies
725,566	725,566	-	-	-	-	-	-	-	Direct Mail Expenses
240,885	-	-	240,885	-	-	-	240,885	-	Government Relations
288,641	53,160	13,950	221,531	74,556	4,680	25,796	14,760	101,739	Insurance
10,398	2,904	7,494	7,494	-	-	-	-	-	State Registration Fees
103,970	-	103,970	-	-	-	-	-	-	Accounting and Audit Fees
61,068	14,222	16,411	30,435	11,679	18,625	-	131	-	Consulting Fees
11,748	-	11,748	-	-	-	-	-	-	Legal Fees
294,350	38,729	45,181	210,440	1,391	13,214	60,981	43,043	91,811	Retirement Plan
520,258	47,849	33,699	438,710	2,229	23,487	83,671	50,506	278,817	Employee Benefits
547,031	63,531	48,172	435,328	3,399	22,975	114,722	65,661	228,571	Payroll Tax Expense
7,132,699	838,928	640,481	5,653,260	50,500	301,922	1,456,122	966,895	2,877,821	Salaries and Wages
779,523	779,523	-	-	-	-	-	-	-	Promotion
540,056	-	-	540,056	-	-	-	540,056	-	Chapter Advertising and and Education
765,936	-	-	765,936	-	-	-	765,936	-	Other Public Awareness Publications
1,560,530	-	-	1,560,530	-	-	-	1,560,530	-	Youth Programs
1,773,115	-	-	1,773,115	-	-	-	-	1,773,115	Other Habitat Projects
632,309	-	-	632,309	-	-	-	-	632,309	Equipment for Habitat
223,768	-	-	223,768	-	-	-	-	223,768	Wetland Restoration
16,016,658	-	-	16,016,658	-	-	-	-	16,016,658	Land Procurement
11,940,315	-	-	11,940,315	-	-	-	-	11,940,315	Food Plots/Feeding
7,271,987	-	-	7,271,987	-	-	-	-	7,271,987	Nesting Cover
\$ 315,943	\$ -	\$ -	\$ 315,943	\$ -	\$ -	\$ -	\$ -	\$ 315,943	Woody Cover/Shelter Belts

See accompanying Notes to Consolidated Financial Statements.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 1 NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Pheasants Forever, Inc. (the Organization) is a nonprofit organization which incorporated under the laws of the State of Minnesota in August 1982. The mission of the Organization is to conserve and enhance habitat for pheasants, quail, and other wildlife through habitat initiatives, land management policies and programs, and conservation education.

Consolidation

In 2007, the Organization formed two single member limited liabilities companies into which certain activities of the Organization were transferred. The activities of these single member limited liabilities companies, Habitat Forever, LLC and The Forever Land Trust, LLC, have been consolidated into these statements, and all material financial transactions among the entities have been eliminated.

Financial Statement Presentation

The Organization follows the guidance provided in the Financial Accounting Standards Board (FASB) Accounting Standards Codification for Not-for-Profit Entities. In accordance with those standards, net assets and revenues, gains, and losses are classified based on donor imposed restrictions. Temporarily restricted contributions received during the year, whose restrictions are released during the same year, are recorded as a change in unrestricted net assets. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

Unrestricted – Those resources over which the board of directors has discretionary control. Board designated amounts represent those revenues which the board has set aside for a particular purpose. At June 30, 2012 and 2011 the board designated net assets as operating reserves in the amounts of \$300,000 and \$100,000, respectively. The organization also had unrestricted net assets designated as endowments in the amount of \$96,900 at June 30, 2012.

Temporarily Restricted – Those resources subject to donor imposed restrictions which will be satisfied by actions of the Organization or passage of time. At June 30, 2012 and 2011, temporarily restricted net assets consisted of time-restricted pledges receivable and purpose-restricted contributions.

Permanently Restricted – Those resources subject to a donor imposed restriction that they be maintained permanently by the Organization. The donors of these resources permitted the Organization to use all or part of the income earned, including capital appreciation, or related investments for unrestricted or temporarily restricted purposes.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 1 NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposit accounts, savings accounts and certificates of deposit with an original maturity of three months or less. Each chapter maintains these accounts at financial institutions in their local area unless they have combined the amounts in a cash management pool with other chapters. The national office maintains its demand deposit accounts, savings accounts and certificates of deposit at primarily one financial institution. At times, such investments may be in excess of FDIC insurance limits.

For purposes of the consolidated statements of cash flows, the Organization considers all highly liquid debt instruments purchased with an original maturity date of three months or less to be cash and cash equivalents.

Investments

Investments are recorded at fair market value. Interest, dividends, and realized and unrealized gains and losses are included in investment income.

Accounts Receivable

Accounts receivable are stated at net realizable value. All accounts receivable are due on demand. The Organization accounts for uncollectible accounts by use of the reserve method. Receivables are assessed individually for collectability based on the surrounding facts and circumstances and management's past history. When all collection efforts have been exhausted, accounts are written off. The allowance for uncollectible accounts was \$173,700 and \$111,000 at June 30, 2012 and 2011, respectively.

Receivables from agencies of the United States government accounted for 31% and 14% of the total accounts receivable balances as of June 30, 2012 and 2011, respectively.

Pledges Receivable

Pledges to give that are expected to be collected within one year are recorded at their net realizable value. Pledges that are expected to be collected in future years are recorded at the present value of the amounts expected to be collected. The discounts on those amounts are computed using an imputed interest rate applicable to the year in which the pledge is received. The allowance for uncollectible pledges was \$42,300 and \$45,000 at June 30, 2012 and 2011, respectively.

Conditional pledges are not included as support until such times as the conditions are substantially met.

Inventories

Inventories are valued at the lower of cost or market. Cost is determined using the first-in, first-out (FIFO) method. Inventory consists of apparel, prints, other items used for chapter fundraising and educational materials.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 1 NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment

Property and equipment are generally carried at cost less accumulated depreciation. Depreciation is computed using the straight-line method. Habitat equipment purchased by local chapters is charged to expense at the time of purchase, as this equipment is either donated to local government agencies or made widely available for use by individuals at minimal or no charge.

Revenue Recognition

The Organization's principal revenue sources are banquets and events sponsored by the local chapters. Membership dues are treated as contributions, as tangible benefits to members are nominal.

Land Held for Resale and Conservation

Periodically the Organization acquires land either by purchase or donation. Typically the land is subsequently transferred at no cost to a local government agency to manage for wildlife purposes. At June 30, 2012 and 2011, the Organization held title to land with a value at the date of donation or cost of \$3,545,313 and \$3,948,412, respectively. Land expected to be sold within one year is classified as a current asset. Land expected to be held longer than one year is classified as non-current.

Fair Value Measurement

The Organization categorizes its assets and liabilities measured at fair value into a three-level hierarchy based on the priority of the inputs to the valuation technique used to determine fair value. The fair value hierarchy gives the highest priority to the quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used in the determination of the fair value measurement fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement. Assets and liabilities valued at fair value are categorized based on the inputs to the valuation techniques as follows:

Level 1 – Inputs that utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Organization has the ability to access.

Level 2 – Inputs that include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the assets and liabilities, either directly or indirectly, for substantially the full term of the financial instrument. Fair values for these instruments are estimated using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows.

Level 3 – Inputs that are observable inputs for the asset or liability, which are typically based on the Organization's own assumptions, as there is little, if any, related market activity.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 1 NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value Measurement (Continued)

Subsequent to initial recognition, the Organization may re-measure the carrying value of assets and liabilities measured on a nonrecurring basis to fair value. Adjustments to fair value usually result when certain assets are impaired. Such assets are written down from their carrying value to their fair value.

Contributions

The Organization considers all support available for unrestricted use unless specifically restricted by the donor.

Grants and Contracts

The Organization's funding includes several cost-reimbursable grants, primarily from the United States Departments of Interior and Agriculture as well as various States. Government grants and contracts are treated as an exchange transaction, where revenue is earned when eligible expenditures, as defined in each grant or contract, are made. Funds received but not yet earned are shown as grant advances. Expenditures under government grants are subject to review by the granting authority. To the extent, if any, that such a review reduces expenditures allowed under these grants, the Organization will record such disallowances at the time the final assessment is made.

Contributed Goods and Services

Donated goods and services are valued at their fair market value and are presented as revenue and offsetting program costs. Contributions of services are recognized for services that create or enhance nonfinancial assets, require specialized skills and are provided by individuals possessing those skills, and would have to be purchased if not provided by donation. Contributed services and promises to give services that do not meet these criteria are not recognized. The Organization receives a substantial amount of services donated by volunteers which do not meet the above criteria for recognition in the financial statements.

Conservation Easements

A conservation easement is a voluntary, legally enforceable agreement between a landowner and another entity in which the landowner gives up certain rights to use or modify their land subject to the terms of the easement. The entity agrees to monitor and enforce conditions within the agreement throughout the life of the easement (usually in perpetuity). In certain cases, the Organization acquires, or accepts as a donation, easements that provide conservation benefits consistent with the Organization's mission. Conservation easements that are purchased are recorded as program expense in the year acquired. Contributed easements are recorded as contribution income and program expense based on appraisal or other estimates of value. At June 30, 2012 and 2011, the Organization held two conservation easements covering a total of 178 acres.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 1 NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Advertising Costs

Advertising costs are charged to expense when the advertising first occurs.

Functional Allocation of Expense

Salaries and related expenses are allocated based on actual time spent by employees. Expenses, other than salaries and related expenses, which are not directly identifiable by program or supporting service, are allocated based on the best estimates of management.

Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used.

Canadian Affiliate

The Organization is associated with a separate tax-exempt corporation, Pheasants Forever Canada, Inc. Activities between the two organizations relate primarily to the Canadian members receiving the Organization's magazine.

Subsequent Events

In preparing these financial statements, the Organization has evaluated events and transactions for potential recognition or disclosure through January 9, 2013, the date the financial statements were available to be issued.

NOTE 2 TAX EXEMPT STATUS

The Organization has been granted exempt status relative to federal and state corporate income taxes under Section 501(c)(3) of the Internal Revenue Code and applicable state codes. It has been classified as an organization that is not a private foundation. Therefore, charitable contributions are tax deductible. The Organization follows the guidance outlined in the Income Tax Topic of FASB Accounting Standards Codification. The Organization is subject to unrelated business income tax on advertising revenues and merchandise sales. As of June 30, 2012 and 2011, there was no liability recorded for unrelated business income taxes as the income from those activities was not significant. The Organization has generated net operating losses totaling approximately \$381,000 over the past several years, the tax benefit of which has been offset 100% by a valuation allowance. The Organization's tax returns are subject to review and examination by federal authorities. The tax returns for the years 2009 through 2011 are open to examination by federal authorities. The two single member limited liability companies owned by Organization are disregarded entities for income tax purposes and follow the same tax treatment as the Organization.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 3 INVESTMENTS

Investments are recorded at fair market value. Investments consist of the following:

	<u>2012</u>	<u>2011</u>
Short-Term Investments:		
Certificates of Deposit	\$ 4,384,290	\$ 4,107,575
Corporate Bonds	145,032	-
Bond Mutual Funds	72,502	105,582
Equity Mutual Funds	37,387	33,506
Total Short-Term Investments	<u>\$ 4,639,211</u>	<u>\$ 4,246,663</u>
Endowment Investments:		
Cash & Cash Equivalents - Pending Investment	\$ 66,672	\$ -
Bond Mutual Funds	85,117	-
Equity Mutual Funds	456,115	-
Total Endowment Investments	<u>\$ 607,904</u>	<u>\$ -</u>

Investment income for 2012 and 2011 consists of the following:

	<u>2012</u>	<u>2011</u>
Interest and Dividends	\$ 55,784	\$ 60,116
Net Realized and Unrealized Gain on Investments	22,090	79,576
Fees	(43,353)	(37,386)
Total	<u>\$ 34,521</u>	<u>\$ 102,306</u>

NOTE 4 PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	<u>2012</u>	<u>2011</u>	Estimated Useful Lives
Land	\$ 410,000	\$ 410,000	
Building and Improvements	986,095	967,625	30 Years
Habitat Equipment	1,249,846	1,041,948	5 Years
Office Equipment	1,570,007	1,475,541	3 - 5 Years
Vehicle	49,289	49,289	3 Years
	<u>\$ 4,265,237</u>	<u>\$ 3,944,403</u>	

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 5 PLEDGES RECEIVABLE

Pledges receivable consists of the following:

	2012	2011
Amounts Due in:		
Less Than One Year	\$ 291,275	\$ 314,153
One to Five Years	134,423	148,250
Total	425,698	462,403
Unamortized Discount - 2.5% to 7.00%	(6,635)	(8,027)
Allowance for Uncollectible Accounts	(42,300)	(45,000)
Net Pledge Receivable	376,763	409,376
Less: Current Portion	248,975	269,153
Pledges Receivable - Long-Term	\$ 127,788	\$ 140,223

NOTE 6 BENEFICIAL INTEREST IN TRUST

During 2008, the Organization was notified that it is the sole beneficiary of an irrevocable trust. The assets held in the trust consist principally of real estate, which is subject to a mortgage. The trust specifies that upon the death of the grantor's son, who serves as the trustee, the trust will terminate and all of the assets will be transferred to the Organization. The Organization's interest in the trust has been valued at the current value of the real estate, less the outstanding mortgage balance. At June 30, 2012 and 2011, the estimated real estate value was \$639,563 and \$520,494, respectively. At June 30, 2012 and 2011, the associated mortgage balance was \$83,028 and \$88,241, respectively.

NOTE 7 CONTRIBUTED GOODS AND SERVICES

The Organization received in-kind contributions relating to food plots consisting of primarily donated seed and the donated use of land. The fair market value of these items has been recorded in the financial statements as contribution income and food plot expense in the amount of \$14,009,280 and \$11,150,377 for the years ended June 30, 2012 and 2011, respectively.

NOTE 8 LINE OF CREDIT

The Organization maintains a \$1,500,000 revolving line of credit agreement with Wells Fargo Bank. The agreement specifies an interest rate on outstanding balances equal to 2.00% over the index rate, defined as the London Inter-bank Offered Rate, but not less than 3.75%. The rate on outstanding borrowings at June 30, 2012 and 2011 was 3.75% and 4.25%, respectively. Outstanding borrowings on the line are secured by bank certificates of deposit. The agreement expires on March 5, 2014. Outstanding borrowings on the line of credit at June 30, 2012 and 2011 were \$63,943 and \$-0-, respectively.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 9 LONG-TERM DEBT

Long-term debt consists of the following:

<u>Description</u>	<u>2012</u>	<u>2011</u>
Note Payable - Private Party; Annual interest only payments in May 2009 and 2010 at 5.5%. Equal annual principal and interest payments beginning May 2011 and continuing through May 2018. Interest rate equal to Wall Street Prime plus .25%, but not less than 5.5%. Secured by land. Paid in Full September 2011.	\$ -	\$ 62,340
Note Payable - GMAC Financing; 36 equal monthly payments of principal and interest beginning January 2010 and continuing through December 2012. Interest rate of 7.78%. Secured by vehicle. Paid in Full September 2011.	-	9,988
Note Payable - Wells Fargo Equipment Finance, Inc; 60 equal monthly payments of principal and interest beginning April 2011 and continuing through March 2016. Interest rate of 5.18%. Secured by vehicle.	38,684	47,795
Total	38,684	120,123
Less: Current Maturities of Long-Term Debt	9,594	77,983
Long-Term Debt, Net of Current Maturities	<u>\$ 29,090</u>	<u>\$ 42,140</u>

Scheduled maturities on long-term debt are as follows:

<u>Year Ending June 30,</u>	<u>Amount</u>
2013	\$ 9,594
2014	10,103
2015	10,639
2016	8,348
Total	<u>\$ 38,684</u>

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 10 FAIR VALUE MEASUREMENT

The Organization uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. For additional information on how the Organization measures fair value refer to Note 1 – Nature of Activities and Significant Accounting Policies.

The fair value hierarchy of for assets and liabilities measured at fair value on a recurring basis at June 30, 2012 and 2011 consist of the following:

	2012			
	Level 1	Level 2	Level 3	Total
Corporate Bonds	\$ -	\$ 145,032	\$ -	\$ 145,032
Brokered CDs	-	2,169,015	-	2,169,015
Bond Mutual Funds	157,619	-	-	157,619
Equity Mutual Funds	493,502	-	-	493,502
Beneficial Interest in Trust	-	-	556,535	556,535
Total	\$ 651,121	\$ 2,314,047	\$ 556,535	\$ 3,521,703

	2011			
	Level 1	Level 2	Level 3	Total
Brokered CDs	\$ -	\$ 1,913,817	\$ -	\$ 1,913,817
Bond Mutual Funds	105,582	-	-	105,582
Equity Mutual Funds	33,506	-	-	33,506
Beneficial Interest in Trust	-	-	432,253	432,253
Total	\$ 139,088	\$ 1,913,817	\$ 432,253	\$ 2,485,158

Directly invested bank CDs are not subject to fair value measurement disclosures.

Changes in valuation of Level 3 financial instruments are as follows for the years ended June 30:

	2012	2011
Beginning Balance	\$ 432,253	\$ 301,680
Change in Fair Value	124,282	130,573
Ending Balance	\$ 556,535	\$ 432,253

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 11 TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consist of the following donor restrictions:

	2012	2011
Time Restricted Pledges	\$ 288,603	\$ 309,375
Beneficial Interest in Trust	556,535	432,253
Youth and Conservation Education Programs	304,746	253,038
Farm Bill Biologist Program	14,931	11,906
Land Acquisition and Other Habitat Projects	185,585	161,120
Restricted Land Donations	924,226	506,000
Total Temporarily Restricted Net Assets	<u>\$ 2,274,626</u>	<u>\$ 1,673,692</u>

Net assets released from restrictions consist of the following:

	2012	2011
Collection of Pledges	\$ 255,733	\$ 333,520
Satisfaction of Program Restrictions	49,608	34,958
Total Net Assets Released from Restrictions	<u>\$ 305,341</u>	<u>\$ 368,478</u>

NOTE 12 ENDOWMENT

The Organization's endowments consist of three funds established for a variety of purposes. The endowments may include both donor-restricted endowment funds as well as funds designated by the board of directors to function as endowments. Net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law

In August 2008, the Codification on Endowments of Not-For-Profit Organizations: Net Asset Classification of Funds Subject to the Enacted Version of the Uniform Prudent Management of Institutional Funds Act, and Enhanced Disclosures for All Endowment Fund was issued. The Codification addresses accounting issues related to guidelines in the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA), which was adopted by the National Conferences of Commissioners on Uniform State Laws in July 2006. The Organization has interpreted UPMIFA as requiring the preservation of the fair value of the original donor-restricted endowment gifts as of the date of the gift absent explicit donor stipulations to the contrary. As a result of this stipulation, the Organization classifies as permanently restricted net assets (a) the original value of cash gifts donated to the permanent endowment and (b) the discounted value of future gifts promised to the permanent endowment, net of allowances for uncollectible pledges.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 12 ENDOWMENT (CONTINUED)

Interpretation of Relevant Law (Continued)

The remaining portion of donor-restricted endowment funds not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Organization in a manner consistent with the standard of prudence by UPMIFA. In accordance with UPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor restricted endowment funds:

- The purposes of the Organization and donor-restricted endowment fund
- The duration and preservation of the fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Investment policies
- Other available financial resources

Spending Policy, Objectives and Strategies

The Organization has adopted investment and spending policies for permanently restricted cash contributions that attempt to provide a predictable stream of funding to programs, while maintaining purchasing power. The annual distribution is determined annually by the Board of Directors and is expressed as an amount not to exceed 5% of the previous 12 quarterly average investment market values each December 31. All earnings from these funds are reflected as temporarily restricted net assets until appropriated for program expenditures.

Endowment net asset composition by fund type at June 30, 2012 and 2011 are as follows:

	2012			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
<u>Donor Restricted Endowments:</u>				
Leopold Education Project	\$ -	\$ -	\$ 43,253	\$ 43,253
Forever Shooting Sports Program	-	-	122,984	122,984
Wildlife Conservation Experience	-	32,927	400,000	432,927
Total Donor Restricted	<u>\$ -</u>	<u>\$ 32,927</u>	<u>\$ 566,237</u>	<u>\$ 599,164</u>
<u>Designated Endowment:</u>				
Forever Shooting Sports Program	<u>\$ 96,900</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 96,900</u>
	2011			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
<u>Donor Restricted Endowments:</u>				
Leopold Education Project	\$ -	\$ 339	\$ 38,254	\$ 38,593
Forever Shooting Sports Program	-	-	100,000	100,000
Wildlife Conservation Experience	-	-	400,000	400,000
Total Donor Restricted	<u>\$ -</u>	<u>\$ 339</u>	<u>\$ 538,254</u>	<u>\$ 538,593</u>

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 12 ENDOWMENT (CONTINUED)

Spending Policy, Objectives and Strategies (Continued)

Changes in endowment net asset for the years ended June 30, 2012 and 2011 are as follows:

	2012			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Endowment Net Assets - July 1, 2011	\$ -	\$ 339	\$ 538,254	\$ 538,593
Investment Return	450	34,265	-	34,715
Contributions & Designations	96,450	-	27,983	124,433
Appropriation of Endowment				
Assets for Expenditure	-	(1,677)	-	(1,677)
Endowment Net Assets - June 30, 2012	<u>\$ 96,900</u>	<u>\$ 32,927</u>	<u>\$ 566,237</u>	<u>\$ 696,064</u>
	2011			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment Net Assets - July 1, 2010	\$ -	\$ -	\$ 33,254	\$ 33,254
Investment Return	-	440	-	440
Contributions & Designations	-	-	505,000	505,000
Appropriation of Endowment				
Assets for Expenditure	-	(101)	-	(101)
Endowment Net Assets - June 30, 2011	<u>\$ -</u>	<u>\$ 339</u>	<u>\$ 538,254</u>	<u>\$ 538,593</u>

NOTE 13 LEASES

The Organization leases various equipment and vehicles under operating leases that expire between 2013 and 2015. The following is a schedule of future minimum lease payments due through the terms of these leases:

<u>Year Ending June 30,</u>	<u>Office Equipment</u>	<u>Equipment and Vehicles</u>	<u>Total</u>
2013	\$ 4,740	\$ 118,722	\$ 123,462
2014	4,740	61,375	66,115
2015	4,345	7,820	12,165
Total	<u>\$ 13,825</u>	<u>\$ 187,917</u>	<u>\$ 201,742</u>

Office equipment lease expense was \$4,740 and \$4,278 for the years ended June 30, 2012 and 2011, respectively. Equipment and vehicle lease expense was \$163,696 and \$161,525 for the years ended June 30, 2012 and 2011, respectively.

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011

NOTE 13 LEASES (CONTINUED)

In September 2006 the Organization acquired the land and building which serves as its national headquarters at a cost of \$1,377,625. At June 30, 2012 and 2011, the building had accumulated depreciation of \$177,398 and \$145,144, respectively. The Organization had previously leased a portion of the building along with two unrelated tenants.

Upon taking ownership, the Organization assumed two leases, which account for 45% of the building space, and expire in October 2013 and May 2014. The lease expiring in May 2014 permits the lessee to terminate the lease anytime after May 2012 by providing at least six months notice. The lease agreements provide that the lessees are responsible for the base rent, plus their share of real estate taxes, maintenance and insurance. The following is a schedule of the future minimum lease payments (base rent) due to be received through the terms of these leases:

<u>Year Ending June 30,</u>	<u>Amount</u>
2013	\$ 90,262
2014	64,294
Total	\$ 154,556

For the years ended June 30, 2012 and 2011, the Organization recorded rental income associated with these leases of \$121,584 and \$123,948, respectively. For the years ended June 30, 2012 and 2011, the Organization had associated expenses related to an allocable portion of real estate taxes and maintenance of \$27,238 and \$26,907, respectively.

NOTE 14 PENSION PLAN

The Organization maintains a qualified retirement plan under IRC Section 401(k). The plan covers all employees that meet the minimum age, job classification, and length of service requirements. Employees can make voluntary contributions to the plan. Vesting is immediate for these employee contributions. The plan also provides for matching contributions and discretionary employer contributions, which are determined annually by the Organization's Board of Directors. These contributions are subject to a vesting schedule. Total employer contributions were \$324,285 and \$279,023 for the years ended June 30, 2012 and 2011, respectively.

NOTE 15 ANNUITY AGREEMENT

The Organization has a charitable gift annuity agreement, which provides for an annual payment to the annuitants for the duration of their lives. An annuity liability has been recorded based on the present value of the future expected payments calculated using a discount rate of 4% and applicable life expectancy tables. An unrestricted contribution has been recognized for the difference between the fair market value of the assets received and the annuity liability. Annual revaluations of the annuity liability are recorded as changes in unrestricted net assets.



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**INDEPENDENT AUDITORS' REPORT ON
SUPPLEMENTARY INFORMATION**

Board of Directors
Pheasants Forever, Inc. and Subsidiaries
St. Paul, Minnesota

We have audited the consolidated financial statements of Pheasants Forever, Inc. and Subsidiaries as of June 30, 2012 and 2011, and our report thereon dated January 9, 2013 which expressed an unqualified opinion on those financial statements, appears on page 1. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, which is the responsibility of management, is presented for purposes of additional analysis and is not a required part of the financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the financial statements, and, accordingly, we do not express an opinion or provide any assurance on it.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Minneapolis, Minnesota
January 9, 2013

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
CONSOLIDATING BALANCE SHEET
JUNE 30, 2012

	Pheasants Forever, Inc.	Habitat Forever, LLC	The Forever Land Trust, LLC	Eliminations	Total
ASSETS					
CURRENT ASSETS					
Cash and Cash Equivalent	\$ 11,665,121	\$ 345,716	\$ 24,918	\$ -	\$ 12,035,755
Investments	5,230,157	-	-	(590,946)	4,639,211
Accounts Receivable (Net)	5,023,888	516,452	-	(906,081)	4,634,259
Pledges Receivable	248,975	-	-	-	248,975
Loan Due from Subsidiary	-	-	-	-	-
Inventories	1,503,076	3,033	-	-	1,506,109
Land Held for Resale	144,500	-	-	-	144,500
Prepaid Expenses	524,728	-	-	-	524,728
Total Current Assets	<u>24,340,445</u>	<u>865,201</u>	<u>24,918</u>	<u>(1,497,027)</u>	<u>23,733,537</u>
PROPERTY AND EQUIPMENT	3,161,672	1,103,565	-	-	4,265,237
Less: Accumulated Depreciation	1,396,123	759,352	-	-	2,155,475
Total Property and Equipment	<u>1,765,549</u>	<u>344,213</u>	<u>-</u>	<u>-</u>	<u>2,109,762</u>
OTHER ASSETS					
Investments - Endowments	607,904	-	-	-	607,904
Land Held for Resale	3,180,126	-	220,687	-	3,400,813
Pledges Receivable - Long Term	127,788	-	-	-	127,788
Beneficial Interest in Trust	556,535	-	-	-	556,535
Cash Surrender Value of Life Insurance	33,680	-	-	-	33,680
Total Other Assets	<u>4,506,033</u>	<u>-</u>	<u>220,687</u>	<u>-</u>	<u>4,726,720</u>
Total Assets	<u>\$ 30,612,027</u>	<u>\$ 1,209,414</u>	<u>\$ 245,605</u>	<u>\$ (1,497,027)</u>	<u>\$ 30,570,019</u>
LIABILITIES AND NET ASSETS					
CURRENT LIABILITIES					
Accounts Payable	\$ 3,187,181	\$ 1,090,420	\$ -	\$ (906,081)	\$ 3,371,520
Accrued Employee Benefits, Withholdings and Other Liabilities	660,359	43,756	-	-	704,115
Bank Line of Credit	63,943	-	-	-	63,943
Current Maturities of Long-Term Debt	9,594	-	-	-	9,594
Loan Due to Parent	-	-	-	-	-
Grant Advances	1,227,640	234,944	-	-	1,462,584
Deferred Revenues	179,797	3,222	-	-	183,019
Liability Under Annuity Agreement	15,707	-	-	-	15,707
Total Current Liabilities	<u>5,344,221</u>	<u>1,372,342</u>	<u>-</u>	<u>(906,081)</u>	<u>5,810,482</u>
LONG-TERM LIABILITIES					
Liability Under Annuity Agreement	220,301	-	-	-	220,301
Long-Term Debt, Net of Current Maturities	29,090	-	-	-	29,090
Total Long-Term Liabilities	<u>249,391</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>249,391</u>
Total Liabilities	<u>5,593,612</u>	<u>1,372,342</u>	<u>-</u>	<u>(906,081)</u>	<u>6,059,873</u>
NET ASSETS					
Unrestricted	21,780,652	(162,928)	245,605	(590,946)	21,272,383
Unrestricted - Board Designated Reserve	300,000	-	-	-	300,000
Unrestricted - Designated Endowment	96,900	-	-	-	96,900
Temporarily Restricted	2,274,626	-	-	-	2,274,626
Permanently Restricted	566,237	-	-	-	566,237
Total Net Assets	<u>25,018,415</u>	<u>(162,928)</u>	<u>245,605</u>	<u>(590,946)</u>	<u>24,510,146</u>
Total Liabilities and Net Assets	<u>\$ 30,612,027</u>	<u>\$ 1,209,414</u>	<u>\$ 245,605</u>	<u>\$ (1,497,027)</u>	<u>\$ 30,570,019</u>

PHEASANTS FOREVER, INC. AND SUBSIDIARIES
CONSOLIDATING SCHEDULE OF ACTIVITY
YEAR ENDED JUNE 30, 2012

	Pheasants Forever, Inc.	Habitat Forever, LLC	The Forever Land Trust, LLC	Eliminations	Total
CHANGES IN UNRESTRICTED NET ASSETS:					
SUPPORT AND REVENUE					
Support:					
Contributions (Including In-Kind Contributions)	\$ 19,579,071	\$ 139	\$ 3,322	\$ -	\$ 19,582,532
Banquet and Event Revenues	17,664,931	-	-	-	17,664,931
Direct Expenses of Banquets and Events	(12,619,375)	-	-	-	(12,619,375)
Net Support from Banquets and Events	5,045,556	-	-	-	5,045,556
Membership Dues	4,820,023	-	-	-	4,820,023
Total Support	29,444,650	139	3,322	-	29,448,111
Revenue:					
Sales of Merchandise	509,229	-	-	-	509,229
Cost of Merchandise Sold	(262,156)	-	-	-	(262,156)
Gross Profit on Merchandise Sales	247,073	-	-	-	247,073
Program Service Revenue	5,389,788	830,531	-	(101,680)	6,118,639
Government Program Grants	18,854,343	1,557,490	-	-	20,411,833
Advertising Revenues	681,771	-	-	-	681,771
Investment Income	1,103	-	-	(847)	256
Other Income	460,124	329	-	(36,000)	424,453
Total Revenue	25,634,202	2,388,350	-	(138,527)	27,884,025
Net Assets Released from Restrictions	305,341	-	-	-	305,341
Total Support and Revenue	55,384,193	2,388,489	3,322	(138,527)	57,637,477
EXPENSES					
Program Services	48,499,557	2,270,017	-	(101,680)	50,667,894
Supporting Services:					
Administrative Expenses	1,364,770	46,444	529	(36,847)	1,374,896
Fundraising Expenses	3,492,126	-	-	-	3,492,126
Total Supporting Services	4,856,896	46,444	529	(36,847)	4,867,022
Total Expenses	53,356,453	2,316,461	529	(138,527)	55,534,916
CHANGES IN UNRESTRICTED NET ASSETS	2,027,740	72,028	2,793	-	2,102,561
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS					
Time and Purpose Restricted Contributions	872,010	-	-	-	872,010
Investment Income	34,265	-	-	-	34,265
Net Assets Released from Restrictions	(305,341)	-	-	-	(305,341)
Changes in Temporarily Restricted Net Assets	600,934	-	-	-	600,934
PERMANENTLY RESTRICTED CONTRIBUTIONS	27,983	-	-	-	27,983
CHANGES IN NET ASSETS	2,656,657	72,028	2,793	-	2,731,478
Net Assets - Beginning of the Year	22,361,758	(234,956)	242,812	(590,946)	21,778,668
NET ASSETS - END OF YEAR	\$ 25,018,415	\$ (162,928)	\$ 245,605	\$ (590,946)	\$ 24,510,146