

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

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 ALASKA CONSERVATION FOUNDATION
Doing Business As
Number and street (or P.O. box if mail is not delivered to street address) 911 WEST 8TH AVENUE
Room/suite 300
City or town, state or country, and ZIP + 4 ANCHORAGE, AK 99501

D Employer identification number 92-0061466

E Telephone number (907) 276-1917

F Name and address of principal officer: NANCY LORD
 911 WEST 8TH AVENUE, SUITE 300 ANCHORAGE, AK 99501

G Gross receipts \$ 5,152,623.

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.ALASKACONSERVATION.ORG

K Form of organization: Corporation Trust Association Other
L Year of formation: 1977 **M State of legal domicile:** AK

H(c) Group exemption number ▶

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: PRESERVE ALASKA'S ENVIRONMENT		
	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	18.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	18.
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	24.
	6	Total number of volunteers (estimate if necessary)	6	28.
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	4,089.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	639.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	6,684,624.	4,000,816.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,680.	3,897.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	184,281.	184,861.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,343.	4,089.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,874,928.	4,193,663.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	3,525,798.	3,160,238.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	1,187,004.	1,208,815.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 446,416.	0	0
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,020,894.	1,027,499.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5,733,696.	5,396,552.
19	Revenue less expenses. Subtract line 18 from line 12	1,141,232.	-1,202,889.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	11,081,236.	9,237,456.
	22	Net assets or fund balances. Subtract line 21 from line 20.	1,046,754.	417,359.
		10,034,482.	8,820,097.	

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: *[Signature]*
 Date: 2/13/13

Type or print name and title: ANN ROTHE EXECUTIVE DIRECTOR

Paid Preparer Use Only

Print/Type preparer's name: LINDA O. CARPENTER
 Preparer's signature: *[Signature]*
 Date: 2/12/2013
 Check if self-employed PTIN: P00178855

Firm's name: KPMG LLP
 Firm's EIN: 13-5565207
 Firm's address: 701 WEST 8TH AVENUE, SUITE 600 ANCHORAGE, AK 99501
 Phone no.: 907-265-1200

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

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 [X] 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 [X] 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 \$ 2,062,336. including grants of \$ 1,740,100.) (Revenue \$ 1,810,295.)

ALASKANS FOR ENERGY FREEDOM - ACF SERVES AS THE FISCAL SPONSOR FOR ALASKANS FOR ENERGY FREEDOM, A COALITION OF 30 CONSERVATION AND TRIBAL ORGANIZATIONS WHO HAVE ORGANIZED A CAMPAIGN TO PREVENT EXTRACTION, EXPORT AND COMBUSTION OF ALASKA'S COAL, AND TO MOVE THE STATE TO A CLEAN ENERGY ECONOMY. ALASKA HAS OVER 5.5 TRILLION TONS OF COAL RESERVES-ONLY A TINY FRACTION OF WHICH HAS BEEN MINED-WHICH REPRESENTS NEARLY 50% OF TOTAL US COAL RESERVES AND 12% OF GLOBAL RESERVES. THE GOAL OF THE CAMPAIGN IS TO REDUCE RELIANCE ON COAL AS AN ENERGY RESOURCE, REDUCE GREENHOUSE GAS EMISSIONS, AND PROMOTE TRANSITION TO RENEWABLE SOURCES OF ENERGY.

4b (Code:) (Expenses \$ 865,567. including grants of \$ 813,000.) (Revenue \$ 227,835.)

ATTACHMENT 2

4c (Code:) (Expenses \$ 408,137. including grants of \$ 230,400.) (Revenue \$ 284,739.)

ATTACHMENT 3

4d Other program services (Describe in Schedule O.) ATTACHMENT 4 (Expenses \$ 1,052,603. including grants of \$ 376,738.) (Revenue \$ 313,604.)

4e Total program service expenses 4,388,643.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, excess benefit transactions, and controlled entities.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 1a through 14b regarding Form 1096, W-2G forms, gaming winnings, employee reporting, foreign accounts, tax shelter transactions, and contributions.

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. [X]

Section A. Governing Body and Management

Table with 4 columns: Question, Yes, No. Rows include 1a (18), 1b (18), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 4 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 5
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. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public 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: CYNTHIA TISHER 911 WEST 8TH AVENUE, SUITE 300 ANCHORAGE, AK 99501 907-276-1917

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			
(1) WILLIAM LEIGHTY TRUSTEE	3.00	X						0	0	0
(2) DAVID HARDENBERGH TREASURER	6.00	X		X				0	0	0
(3) NANCY LORD CHAIR	15.00	X		X				0	0	0
(4) JAMES DEWITT TRUSTEE	3.00	X						0	0	0
(5) ANDREA GRANT TRUSTEE	3.00	X						0	0	0
(6) CAROL KASZA TRUSTEE	3.00	X						0	0	0
(7) CLIFTON EAMES TRUSTEE	3.00	X						0	0	0
(8) DAVID ROBERTSON TRUSTEE	3.00	X						0	0	0
(9) DOUGLAS G MCCONNELL TRUSTEE	3.00	X						0	0	0
(10) HELEN D NIENHUESER TRUSTEE	3.00	X						0	0	0
(11) JAMES LISZKA PHD TRUSTEE	3.00	X						0	0	0
(12) LEONARD STEINBERG TRUSTEE	3.00	X						0	0	0
(13) MARCIA LAMB NATIONAL VICE CHAIR	7.00	X		X				0	0	0
(14) MARILYN SIGMAN TRUSTEE	3.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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			
(15) RHONDA L BENNION TRUSTEE	3.00	X					0	0	0	
(16) RUTH WOOD VICE CHAIR & SECRETARY	6.00	X		X			0	0	0	
(17) FAON O'CONNOR TRUSTEE	3.00	X					0	0	0	
(18) DORENE SCHIRO TRUSTEE	3.00	X					0	0	0	
(19) ANN ROTHE EXECUTIVE DIRECTOR	50.00				X		93,444.	0	8,143.	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							93,444.	0	8,143.	
d Total (add lines 1b and 1c)							93,444.	0	8,143.	

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 **0**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. 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
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

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	21,740.			
	b	Membership dues				
	c	Fundraising events				
	d	Related organizations				
	e	Government grants (contributions) . .				
	f	All other contributions, gifts, grants, and similar amounts not included above . .	3,979,076.			
	g	Noncash contributions included in lines 1a-1f: \$				
	h	Total. Add lines 1a-1f		4,000,816.		
Program Service Revenue	2a	ADMISSION FEES	900099	3,897.	3,897.	
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		3,897.		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 6		139,389.		139,389.
	4	Income from investment of tax-exempt bond proceeds		0		
	5	Royalties		0		
	6a	Gross rents	(i) Real (ii) Personal			
	b	Less: rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)		0		
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other	1,004,432.		
	b	Less: cost or other basis and sales expenses		958,960.		
	c	Gain or (loss)		45,472.		
	d	Net gain or (loss)		45,472.		45,472.
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a				
b	Less: direct expenses b					
c	Net income or (loss) from fundraising events		0			
9a	Gross income from gaming activities. See Part IV, line 19 a					
b	Less: direct expenses b					
c	Net income or (loss) from gaming activities		0			
10a	Gross sales of inventory, less returns and allowances a					
b	Less: cost of goods sold b					
c	Net income or (loss) from sales of inventory		0			
Miscellaneous Revenue			Business Code			
11a	INCOME FROM RUTHERFORD K-1	111000	4,089.		4,089.	
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d		4,089.			
12	Total revenue. See instructions		4,193,663.	3,897.	4,089.	184,861.

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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	3,160,238.	3,160,238.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	273,213.	53,906.	109,013.	110,294.
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			
7 Other salaries and wages	711,352.	438,881.	128,825.	143,646.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	65,130.	32,424.	13,962.	18,744.
9 Other employee benefits	79,400.	39,593.	19,220.	20,587.
10 Payroll taxes	79,720.	39,191.	19,745.	20,784.
11 Fees for services (non-employees):				
a Management	50,403.	12,930.	37,473.	
b Legal	15,061.		15,061.	
c Accounting	32,295.		32,295.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	77,653.		77,653.	
g Other	394,708.	341,278.	27,923.	25,507.
12 Advertising and promotion	4,728.			4,728.
13 Office expenses	50,623.	21,664.	5,846.	23,113.
14 Information technology	14,504.	2,524.	5,235.	6,745.
15 Royalties	0			
16 Occupancy	142,283.	85,845.	27,596.	28,842.
17 Travel	170,080.	130,720.	24,755.	14,605.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	34,185.	29,449.	1,162.	3,574.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	1,640.		1,640.	
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 <u>DEVELOPMENT COSTS</u>	12,026.			12,026.
b <u>RECRUITMENT COSTS</u>	3,062.		3,062.	
c <u>MERCHANT FEES</u>	4,291.		4,291.	
d <u>MISC EXPENSE</u>	19,957.		6,736.	13,221.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	5,396,552.	4,388,643.	561,493.	446,416.
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 checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	3,999.	2,870.		1,129.

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1	Cash - non-interest-bearing	29,169.	1	671,457.
	2	Savings and temporary cash investments	3,180,031.	2	1,716,759.
	3	Pledges and grants receivable, net	0	3	760,000.
	4	Accounts receivable, net	1,724,595.	4	12,162.
	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	0	8	0
	9	Prepaid expenses and deferred charges	29,455.	9	32,712.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	142,895.		
	b	Less: accumulated depreciation	60,518.	10c	82,377.
	11	Investments - publicly traded securities	5,912,491.	11	5,783,735.
	12	Investments - other securities. See Part IV, line 11	59,218.	12	59,218.
	13	Investments - program-related. See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets. See Part IV, line 11	114,277.	15	119,036.
16	Total assets. Add lines 1 through 15 (must equal line 34)	11,081,236.	16	9,237,456.	
Liabilities	17	Accounts payable and accrued expenses	169,157.	17	144,226.
	18	Grants payable	756,848.	18	132,000.
	19	Deferred revenue	0	19	66,550.
	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	0	23	0
	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	120,749.	25	74,583.
	26	Total liabilities. Add lines 17 through 25	1,046,754.	26	417,359.
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	1,489,599.	27	1,511,928.
	28	Temporarily restricted net assets	3,670,947.	28	2,418,467.
	29	Permanently restricted net assets	4,873,936.	29	4,889,702.
	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	10,034,482.	33	8,820,097.	
34	Total liabilities and net assets/fund balances	11,081,236.	34	9,237,456.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,193,663.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,396,552.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,202,889.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	10,034,482.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-11,496.
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	8,820,097.

Part XII Financial Statements and Reporting

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

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

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 ALASKA CONSERVATION FOUNDATION	Employer identification number 92-0061466
--	--

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)		

(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									

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

Schedule A (Form 990 or 990-EZ) 2011

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

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 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; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 51.86%; 15 Public support percentage from 2010 Schedule A, Part II, line 14 48.21%; 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 [X]; 16b 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; 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; 17b 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; 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.

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
VARIOUS EVENTS	21,080.	21,079.	6,413.	2,680.	3,897.	55,149.
TOTALS	<u>21,080.</u>	<u>21,079.</u>	<u>6,413.</u>	<u>2,680.</u>	<u>3,897.</u>	<u>55,149.</u>

Schedule of Contributors
▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization ALASKA CONSERVATION FOUNDATION	Employer identification number 92-0061466
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Organization type (check one):

- | | |
|--------------------|--|
| Filers of: | Section: |
| Form 990 or 990-EZ | <input checked="" type="checkbox"/> 501(c)(3) (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization ALASKA CONSERVATION FOUNDATION

Employer identification number
92-0061466

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	[REDACTED] [REDACTED] [REDACTED]	\$ 1,850,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	[REDACTED] [REDACTED] BROADWAY, SUITE 200 [REDACTED]	\$ 87,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	[REDACTED] [REDACTED] [REDACTED]	\$ 158,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization ALASKA CONSERVATION FOUNDATION

Employer identification number

92-0061466

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization ALASKA CONSERVATION FOUNDATION

Employer identification number

92-0061466

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

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 ALASKA CONSERVATION FOUNDATION	Employer identification number 92-0061466
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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
- 4 a 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)	-----			

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

Schedule C (Form 990 or 990-EZ) 2011

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												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	17,903.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	2,443.													
c	Total lobbying expenditures (add lines 1a and 1b)	20,346.													
d	Other exempt purpose expenditures	5,410,961.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	5,431,307.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	421,565.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	105,391.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period						
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total	
2 a	Lobbying nontaxable amount	350,350.	453,568.	434,696.	421,565.	1,660,179.
b	Lobbying ceiling amount (150% of line 2a, column (e))					2,490,269.
c	Total lobbying expenditures	37,324.	41,494.	7,568.	20,346.	106,732.
d	Grassroots nontaxable amount	87,588.	113,392.	108,674.	105,391.	415,045.
e	Grassroots ceiling amount (150% of line 2d, column (e))					622,568.
f	Grassroots lobbying expenditures	25,864.	28,781.	5,976.	17,903.	78,524.

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)).

Table with 3 main columns: Description, (a) Yes/No, and (b) Amount. Rows include questions about lobbying activities like influencing legislation, media advertisements, and tax incurred.

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

Table with 3 columns: Question, Yes, No. Rows include questions about dues received, lobbying expenditures, and carryover of lobbying expenses.

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."

Table with 2 columns: Question and Amount. Rows include questions about dues, lobbying expenditures (current year, carryover, total), and taxable amount.

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.

Series of horizontal dashed lines provided for entering supplemental information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

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.

Employer identification number 92-0061466

ALASKA CONSERVATION FOUNDATION

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

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 show total number, aggregate contributions, aggregate grants, and 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...
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes...

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

Table with 2 columns: Line number, Held at the End of the Tax Year. Rows 2a-2d.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet...

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIV, the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

Schedule D (Form 990) 2011

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:

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g

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

- a Board designated or quasi-endowment 9.0000%
b Permanent endowment 87.0000%
c Temporarily restricted endowment 4.0000%

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

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b

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

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

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

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a-1e, Total

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)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

(a) Description	(b) Book value
(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	
(2) GIFT ANNUITY LIABILITY	74,583.
(3) CAPITAL LEASE OBLIGATION	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	74,583.

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	4,193,663.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	5,396,552.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-1,202,889.
4	Net unrealized gains (losses) on investments	4	-8,594.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-2,902.
9	Total adjustments (net). Add lines 4 through 8	9	-11,496.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-1,214,385.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	4,216,922.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-8,594.
b	Donated services and use of facilities	2b	70,376.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	61,782.
3	Subtract line 2e from line 1	3	4,155,140.
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	35,621.
b	Other (Describe in Part XIV.)	4b	2,902.
c	Add lines 4a and 4b	4c	38,523.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	4,193,663.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	5,431,307.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	70,376.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	70,376.
3	Subtract line 2e from line 1	3	5,360,931.
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	35,621.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	35,621.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	5,396,552.

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.

SEE PAGE 5

Part XIV Supplemental Information (continued)

SCHEDULE D, PART XII, LINE 4B

OTHER REVENUE INCLUDED ON THE RETURN NOT ON THE BOOKS

TAX GREATER THAN BOOK INCOME FROM RUTHERFORD K-1.

SCHEDULE D, PART V, LINE 4

DESCRIBE THE INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS.

ACF'S ENDOWMENT FUNDS ARE USED TO SUPPORT THE FOUNDATION'S OVERALL MISSION TO ADVANCE ALASKA CONSERVATION. ACF HAS OVER 15 ENDOWED FUNDS THAT ARE RESTRICTED TO A VARIETY OF ALASKA CONSERVATION PURPOSES, RANGING FROM REGIONAL PRIORITIES TO ENVIRONMENTAL EDUCATION TO CLIMATE CHANGE.

SCHEDULE D, PART XI, LINE 8

OTHER RECONCILING AMOUNTS

TAX GREATER THAN BOOK INCOME FROM RUTHERFORD K-1

SCHEDULE D, PART X, LINE 2

THE COMPANY APPLIES A MORE-LIKELY THAN-NOT RECOGNITION FOR ALL TAX UNCERTAINTIES. MANAGEMENT HAS CONCLUDED THAT THERE ARE NO SIGNIFICANT UNCERTAIN TAX POSITIONS REQUIRING RECOGNITION IN ITS FINANCIAL STATEMENTS FOR ALL PERIODS PRESENTED.

**SCHEDULE I
(Form 990)**

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

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

**Open to Public
Inspection**

Name of the organization

ALASKA CONSERVATION FOUNDATION

Employer identification number

92-0061466

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Yes No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	SEE STATEMENT 9			3,016,773.				
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 34.

3 Enter total number of other organizations listed in the line 1 table 6.

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

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

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

FORM 990, SCHEDULE I, PART I, LINE 2

DESCRIBE THE ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS.

SUCCESSFUL APPLICANTS ARE REQUIRED TO SIGN A GRANT AGREEMENT THAT

INCLUDES THE FOLLOWING: IF IT IS NECESSARY TO SIGNIFICANTLY ALTER THE

SCOPE OR METHODS OF YOUR WORK PLANS, PLEASE REQUEST REALLOCATION OF YOUR

GRANT IN WRITING. PLEASE ADDRESS YOUR REQUEST TO THE PROGRAM STAFF WITH

WHOM YOU ARE WORKING. THIS GRANT IS SUBJECT TO THE FOLLOWING

STIPULATIONS: GRANTEE(S) WILL NOT USE THIS GRANT TO INTERVENE IN ANY

ELECTION, SUPPORT OR OPPOSE ANY POLITICAL PARTY OR CANDIDATE FOR PUBLIC

OFFICE, OR ENGAGE IN ANY LOBBYING NOT PERMITTED UNDER IRS CODE 501(H).

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

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

MOREOVER, GRANTEE(S) WILL INFORM ACF IMMEDIATELY OF ANY CHANGE IN ITS IRS

501 (C) (3) TAX STATUS INCLUDING IRS PROPOSED OR ACTUAL REVOCATION

(WHETHER OR NOT APPEALED). ALL SUCCESSFUL GRANT RECIPIENTS ARE REQUIRED

TO SUBMIT AN EVALUATION AT THE END OF THE GRANT TERM. THIS FINAL REPORT

ASSISTS ACF IN LEARNING ABOUT THE GRANT'S OUTCOMES.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization

ALASKA CONSERVATION FOUNDATION

Employer identification number

92-0061466

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

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total ▶ \$										

Part III Grants or Assistance Benefiting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

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

Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

BUSINESS TRANSACTION UNDER THRESHOLD

SCHEDULE L, PART IV

THE ALASKA CONSERVATION FOUNDATION PAID COMPENSATION TO A FORMER TRUSTEE

DURING TAX YEAR 2011. HOWEVER, AS THESE AMOUNTS DO NOT EXCEED THE

THRESHOLD FOR 2011, SCHEDULE L, PART IV IS NOT REQUIRED TO BE COMPLETED.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

ALASKA CONSERVATION FOUNDATION

Employer identification number

92-0061466

FORM 990, PART VI, SECTION C, LINE 19

GOVERNING DOCUMENTS AVAILABILITY TO THE PUBLIC.

FINANCIAL STATEMENTS ARE INCLUDED ON FORM 990 AND IN THE ORGANIZATION'S
ANNUAL REPORT, AVAILABLE ON OUR WEB SITE. GOVERNING AND POLICY DOCUMENTS
ARE AVAILABLE UPON REQUEST. THE MOST CURRENT THREE FORM 990S ARE
DISPLAYED ON THE ALASKA CONSERVATION FOUNDATION WEBSITE.

FORM 990, PART VI, SECTION B, LINE 11

FORM 990 PROVIDED TO GOVERNING BOARD BEFORE FILING.

FORM 990 IS REVIEWED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES
PRIOR TO FILING THE TAX RETURN WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C

MONITORING COMPLIANCE WITH CONFLICT OF INTEREST POLICY
ACF'S CONFLICT OF INTEREST POLICY COVERS ANY EMPLOYEE, TRUSTEE, OR PERSON
WITH SUBSTANTIAL INFLUENCE OVER THE ORGANIZATION ("INSIDER"), OR BETWEEN
THE ORGANIZATION AND A PERSON AFFILIATED WITH ANY EMPLOYEE, INSIDER, OR
CURRENT OR POTENTIAL GRANTEE ORGANIZATION.

EACH TRUSTEE OR INSIDER IS REQUIRED TO DISCLOSE TO THE BOARD OR RELEVANT
BOARD COMMITTEE ALL MATERIAL FACTS REGARDING HIS OR HER INTEREST
(INCLUDING RELEVANT AFFILIATIONS) IN A DECISION OR TRANSACTION BEING
CONSIDERED BY THE BOARD OR BOARD COMMITTEE. THE INSIDER IS REQUIRED TO
MAKE THAT DISCLOSURE PROMPTLY UPON LEARNING OF THE PROPOSED DECISION OR

Name of the organization ALASKA CONSERVATION FOUNDATION	Employer identification number 92-0061466
--	--

TRANSACTION.

EACH EMPLOYEE WHO IS NOT AN INSIDER IS REQUIRED TO DISCLOSE TO THE EXECUTIVE DIRECTOR ALL MATERIAL FACTS REGARDING HIS OR HER INTEREST (INCLUDING RELEVANT AFFILIATIONS) IN ANY DECISION OR TRANSACTION BEING CONSIDERED BY THE BOARD. THE EMPLOYEE MUST MAKE THAT DISCLOSURE PROMPTLY UPON LEARNING OF THE PROPOSED DECISION OR TRANSACTION.

WITH REGARD TO AN INSIDER, THE BOARD OR BOARD COMMITTEE DETERMINED RELEVANT BY THE EXECUTIVE COMMITTEE SHALL DETERMINE IF A CONFLICT OF INTEREST EXISTS. IF THE INSIDER IS A TRUSTEE, HE OR SHE SHALL NOT BE PRESENT DURING THE BOARD OR BOARD COMMITTEE'S DISCUSSION OR DETERMINATION OF WHETHER A CONFLICT OF INTEREST EXISTS.

WITH REGARD TO AN EMPLOYEE WHO IS NOT AN INSIDER, THE EXECUTIVE DIRECTOR SHALL DETERMINE WHETHER A CONFLICT OF INTEREST EXISTS.

WITH REGARD TO AN INSIDER, THE BOARD OR BOARD COMMITTEE INVESTIGATES THE POTENTIAL CONFLICT IN ORDER TO DECIDE WHETHER TO MAKE THE RELEVANT DECISION OR TO ENTER INTO THE TRANSACTION. IF IT DOES SO, IT MUST ENSURE THAT THE BASIS FOR THE DECISION IS PRUDENT AND SOUND OR THE TERMS OF THE TRANSACTION ARE REASONABLE. IN THE CASE OF AN INSIDER WHO IS A TRUSTEE, THE TRUSTEE WILL NOT VOTE ON ANY DECISION OR TRANSACTION IN WHICH THE TRUSTEE HAS AN INTEREST, AND WILL NOT BE PRESENT DURING THE BOARD OR BOARD COMMITTEE'S DISCUSSIONS.

Name of the organization ALASKA CONSERVATION FOUNDATION	Employer identification number 92-0061466
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WITH REGARD TO AN EMPLOYEE WHO IS NOT AN INSIDER, THE EXECUTIVE DIRECTOR SHALL DECIDE THE APPROPRIATE RESPONSE BY THE ORGANIZATION ONCE A CONFLICT OF INTEREST HAS BEEN DETERMINED TO EXIST. AN EMPLOYEE MAY APPEAL ANY ADVERSE DETERMINATION TO THE BOARD.

THE BOARD OVERSEES AN ANNUAL REVIEW OF THE ADMINISTRATION OF THIS CONFLICT OF INTEREST POLICY. THE REVIEW MAY BE WRITTEN OR ORAL, AND PRESENTED ANNUALLY TO THE FULL BOARD. THE REVIEW WILL CONSIDER THE LEVEL OF COMPLIANCE WITH THE POLICY, THE CONTINUING SUITABILITY OF THE POLICY, AND WHETHER THE POLICY SHOULD BE MODIFIED AND IMPROVED.

FORM 990, PART III, LINE 4

DESCRIBE OTHER PROGRAM SERVICES (NOT INCLUDED IN 3 LARGEST) EXPENSES (\$350,714) BRISTOL BAY FISHERIES AND WATERSHED PROTECTION CAMPAIGN - THIS CAMPAIGN IS A SIGNIFICANT EFFORT OF A COALITION OF RURAL VILLAGES, COMMERCIAL FISHERMEN, SPORT FISHERMEN, LOCAL BUSINESSES AND CONSERVATION GROUPS TO SAFEGUARD ALASKA'S BRISTOL BAY WATERSHED, WHICH SUSTAINS THE LARGEST WILD SALMON RUNS LEFT ON EARTH. THE CAMPAIGN IS FOCUSING SIGNIFICANT EFFORTS ON ADDRESSING THE POTENTIALLY DEVASTATING IMPACTS OF THE PROPOSED PEBBLE MINE. IF DEVELOPED, THE MINE WILL BE A MASSIVE, OPEN PIT GOLD AND COPPER MINE-THE LARGEST IN NORTH AMERICA.

EXPENSES (\$175,686) ALASKA NATIVE FUND - ACF ESTABLISHED AN ALASKA NATIVE FUND TO ADVANCE ALASKA NATIVE PRIORITIES FOR PROTECTING LAND AND SUSTAINING WAYS OF LIFE ESSENTIAL FOR CULTURAL SURVIVAL. THE GOALS OF THE

Name of the organization ALASKA CONSERVATION FOUNDATION	Employer identification number 92-0061466
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ALASKA NATIVE FUND ARE TO 1) INCREASE FOUNDATION AND PRIVATE RESOURCES FOR ALASKA NATIVE ORGANIZATIONS ENGAGED IN PROTECTING FISHERIES AND WILDLIFE RESOURCES; 2) SUPPORT ALASKA NATIVE DETERMINATION OF ENVIRONMENTAL ISSUES, STRATEGIES, AND SOLUTIONS; AND 3) BUILD RELATIONSHIPS THAT WILL GROW AND STRENGTHEN THE CONSERVATION MOVEMENT IN ALASKA. PROPOSALS FOR GRANT-MAKING FROM THE FUND ARE MADE BY AN ADVISORY COMMITTEE COMPRISED OF NATIVE LEADERS THROUGHOUT ALASKA. ULTIMATE GRANT-MAKING DECISIONS ARE DETERMINED BY THE ALASKA CONSERVATION FOUNDATION BOARD OF TRUSTEES. THE COMMITTEE HAS IDENTIFIED THE FOLLOWING PRIORITY AREAS: IMPACTS OF EXTRACTIVE INDUSTRIES; PROTECTION OF SUBSISTENCE RESOURCES; CLIMATE CHANGE; ENERGY; AND ENVIRONMENTAL HEALTH.

FORM 990, PART VI, SECTION B, LINE 15A

DETERMINATION OF EXECUTIVE COMPENSATION

EXECUTIVE DIRECTOR COMPENSATION IS REVIEWED AT THE TIME OF DIRECTOR RECRUITMENT BY REVIEWING COMPARABILITY SALARY DATA COMPILATIONS FOR SIMILAR POSITIONS AT SIMILARLY SITUATED ORGANIZATIONS: BOTH NATIONAL ENVIRONMENTAL GROUPS, NATIONAL FOUNDATIONS, AND ALASKA'S NONPROFIT SECTOR. INITIAL REVIEW IS PERFORMED BY AN AD HOC COMMITTEE OR THE EXECUTIVE COMMITTEE, WITH A DETERMINATION OF SALARY RANGE THEN DISCUSSED AND PASSED CONTEMPORANEOUSLY BY BOARD RESOLUTION AT A CONVENING OF THE BOARD. THE REVIEW PROCESS CAN BE REINITIATED AT OTHER TIMES BY DETERMINATION OF THE BOARD CHAIR. PROCESS LAST UNDERTAKEN IN 2011.

FORM 990, PART VI, SECTION B, LINE 15B

DETERMINATION OF COMPENSATION FOR OTHER OFFICERS AND KEY EMPLOYEES
THE ORGANIZATION HAS NO "KEY EMPLOYEES", AND ONLY ONE OFFICER IN ADDITION

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TO THE EXECUTIVE DIRECTOR: THE DIRECTOR OF FINANCE AND OPERATIONS. FOR THIS EMPLOYEE, SALARY RANGE IS DETERMINED AT THE TIME OF POSITION RECRUITMENT BY REVIEWING COMPARABILITY SALARY DATA COMPILATIONS FOR SIMILAR POSITIONS AT SIMILARLY SITUATED ORGANIZATIONS: BOTH NATIONAL ENVIRONMENTAL GROUPS, AND ALASKA'S NONPROFIT SECTOR. SALARY REVIEW IS PERFORMED BY THE EXECUTIVE DIRECTOR, DISCUSSED WITH THE EXECUTIVE COMMITTEE, AND RECORDED WITH SUPPORTING DOCUMENTATION BY THE E.D. THE REVIEW PROCESS CAN BE REINITIATED AT OTHER TIMES BY DETERMINATION OF THE EXECUTIVE DIRECTOR. PROCESS LAST UNDERTAKEN IN 2010.

FORM 990, PART XI, LINE 5

PART XI, LINE 5

UNREALIZED LOSS ON INVESTMENT	\$(8,594)
BOOK/TAX DIFFERENCE IN PARTNERSHIP INCOME	(2,902)

OTHER CHANGES IN NET ASSETS OR FUND BALANCES	\$(11,496)

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

ALASKA CONSERVATION FOUNDATION IS A PUBLIC FOUNDATION FOR CONSERVATION IN THE STATE OF ALASKA. WE BUILD STRATEGIC LEADERSHIP AND SUPPORT FOR ALASKAN EFFORTS TO TAKE CARE OF WILDLANDS, WATER, AND WILDLIFE WHICH SUSTAIN DIVERSE CULTURES, HEALTHY COMMUNITIES, AND PROSPEROUS ECONOMIES. TOGETHER WITH AN EXPANDING ARRAY OF DIVERSE PARTNERS, ACF GIVES HIGHEST PRIORITY TO MAINTAIN AN ACTIVE AND

Name of the organization ALASKA CONSERVATION FOUNDATION	Employer identification number 92-0061466
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ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

LASTING MAJORITY THAT EMBRACES CONSERVATION VALUES.

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4B

TONGASS FISH PEOPLE PLACE - ACF PROVIDES LEADERSHIP AND FINANCIAL SUPPORT TO A COALITION OF CONSERVATION ORGANIZATIONS, COMMERCIAL FISHERMEN, LOCAL BUSINESSES AND LOCAL COMMUNITIES WORKING TOGETHER FOR SUSTAINABLE MANAGEMENT OF THE TONGASS NATIONAL FOREST, THE LARGEST FOREST IN THE NATIONAL FOREST SYSTEM AND ONE OF THE LAST REMAINING TEMPERATE RAINFORESTS IN THE WORLD. THE COALITION IS FOCUSED ON 1) SUPPORTING A RAPID TRANSITION FROM OLD-GROWTH TO YOUNG-GROWTH TIMBER HARVEST; 2) BUILDING A SUSTAINABLE WOOD PRODUCTS INDUSTRY IN THE REGION; 3) INCREASING PROTECTION FOR THE REGION'S SALMON FISHERIES THAT SUSTAINS THE ECONOMIES OF THE REGION'S COASTAL COMMUNITIES; AND 4) PROTECTING THE REGION'S ANCIENT RAINFOREST.

ATTACHMENT 3FORM 990, PART III - PROGRAM SERVICE, LINE 4C

STRENGTHENING THE ALASKA CONSERVATION MOVEMENT - SUPPORTING ALASKA'S CONSERVATION MOVEMENT LIES AT THE CORE OF THE ALASKA CONSERVATION FOUNDATION'S (ACF) MISSION. IN 2008, ACF INITIATED A COMPREHENSIVE ASSESSMENT OF THE ALASKA CONSERVATION MOVEMENT TO IDENTIFY OPPORTUNITIES FOR COLLABORATION BETWEEN CONSERVATION GROUPS THAT WOULD CREATE GREATER EFFICIENCIES IN OPERATIONS,

Name of the organization ALASKA CONSERVATION FOUNDATION	Employer identification number 92-0061466
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ATTACHMENT 3 (CONT'D)

EXPAND THE DIVERSITY OF THE MOVEMENT, AND BETTER ACHIEVE COMMON GOALS. THE RESULT WAS THE FORMATION OF A COALITION OF ALASKA CONSERVATION LEADERS WORKING TOGETHER WITH ACF TO TRANSFORM THE MOVEMENT WITH THE GOAL OF INCREASING ITS POWER AND INFLUENCE, AND BUILDING ENDURING CHANGE IN THE STRENGTH AND DIVERSITY OF EFFORTS TO PROTECT ALASKA'S NATURAL ENVIRONMENT AND THE WAYS OF LIFE IT SUSTAINS.

ATTACHMENT 4FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
BRISTOL BAY FISHERIES & WATERSHED PROTECTION	88,000.	350,714.	161,992.
ALASKA NATIVE FUND	99,593.	175,686.	151,612.
OTHER PROGRAMS	189,145.	526,203.	0
TOTALS	<u>376,738.</u>	<u>1,052,603.</u>	<u>313,604.</u>

ATTACHMENT 5FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT,
 DC, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI,
 MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,
 RI, SC, TN, UT, VA, WA, WV, WI,

Name of the organization ALASKA CONSERVATION FOUNDATION	Employer identification number 92-0061466
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ATTACHMENT 6FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) <u>TOTAL</u> <u>REVENUE</u>	(B) <u>RELATED OR</u> <u>EXEMPT REVENUE</u>	(C) <u>UNRELATED</u> <u>BUSINESS REV.</u>	(D) <u>EXCLUDED</u> <u>REVENUE</u>
INTEREST INCOME EXCLUDED § 512(B)(1)	139,389.			139,389.
TOTALS	<u>139,389.</u>			<u>139,389.</u>

ATTACHMENT 7FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>
PREPAID EXPENSES	23,231.	25,324.
OTHER ASSETS	6,224.	7,388.
TOTALS	<u>29,455.</u>	<u>32,712.</u>

ATTACHMENT 8FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>COST</u> <u>OR FMV</u>
SECURITIES	5,912,491.	5,783,735.	FMV
TOTALS	<u>5,912,491.</u>	<u>5,783,735.</u>	

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. ALASKA CONSERVATION FOUNDATION	Employer identification number (EIN) or	<input checked="" type="checkbox"/> 92-0061466
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 441 WEST 5TH AVENUE	Social security number (SSN)	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ANCHORAGE, AK 99501		

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ CYNTHIA TISCHER

Telephone No. ▶ 907 276-1917

FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) N/A. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20____ or
 ▶ tax year beginning 07/01, 2011, and ending 06/30, 2012.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.