



DUCKS UNLIMITED, INC. AND AFFILIATES

Consolidated Financial Statements and Supplementary Information

June 30, 2019 and 2018

(With Independent Auditors' Reports Thereon)

DUCKS UNLIMITED, INC. AND AFFILIATES

Table of Contents

	Page
Independent Auditors' Report	1
Consolidated Financial Statements:	
Consolidated Balance Sheets	3
Consolidated Statements of Activities	4
Consolidated Statements of Support and Revenues Without Donor Restrictions and Expenses	5
Consolidated Statements of Functional Expenses	6
Consolidated Statements of Cash Flows	8
Notes to Consolidated Financial Statements	9
Supplemental Schedules	
Independent Auditors' Report on Supplementary Information	33
Consolidating Balance Sheets	34
Consolidating Statements of Support and Revenues Without Donor Restrictions and Expenses	35
Schedule of Donated Easements	36



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Independent Auditors' Report

The Board of Directors
Ducks Unlimited, Inc. and Affiliates:

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Ducks Unlimited, Inc. and Affiliates, which comprise the consolidated balance sheets as of June 30, 2019 and 2018, and the related consolidated statements of activities, support and revenues without donor restrictions and expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements. We have also audited the accompanying consolidated statement of functional expenses for the year ended June 30, 2019.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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 audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Ducks Unlimited, Inc. and Affiliates as of June 30, 2019 and 2018, and the changes in their net assets and their cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.



Other Matter

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of donated conservation easements as of June 30, 2019 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Emphasis of Matter

As discussed in note 2(r) to the consolidated financial statements, during the year ended June 30, 2019, Ducks Unlimited, Inc. and Affiliates adopted new accounting guidance, Financial Accounting Standards Board Accounting Standards Update 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities*. Our opinion is not modified with respect to this matter.

KPMG LLP

Memphis, Tennessee
October 10, 2019

DUCKS UNLIMITED, INC. AND AFFILIATES

Consolidated Balance Sheets

June 30, 2019 and 2018

Assets	2019	2018
Cash and cash equivalents	\$ 27,831,121	19,543,061
Restricted cash and investments	35,104,585	30,655,462
Events receivable, net	1,014,292	1,240,649
Pledges receivable, net	38,779,712	42,287,219
Habitat conservation and other receivables	26,138,517	29,969,818
Event merchandise inventory	4,266,462	3,203,947
Investments	75,753,451	74,074,676
Land held for conservation purposes	57,795,590	50,014,421
Land, buildings, and equipment, net	19,079,513	19,503,993
Other assets	20,186,916	17,134,591
Total assets	<u>\$ 305,950,159</u>	<u>287,627,837</u>
Liabilities and Net Assets		
Accounts payable and accrued expenses	\$ 20,637,594	15,558,639
Compensation and related accruals	8,195,514	7,727,545
Deferred revenue	11,345,737	9,824,383
Pension and deferred compensation accruals	5,187,913	5,518,440
Accrued postretirement benefits	427,230	505,862
Revolving land line of credit	8,385,000	7,670,528
Other liabilities	1,582,608	1,591,567
Total liabilities	<u>55,761,596</u>	<u>48,396,964</u>
Net assets:		
Without donor restrictions	86,437,259	81,581,931
With donor restrictions	163,751,304	157,648,942
Total net assets	<u>250,188,563</u>	<u>239,230,873</u>
Total liabilities and net assets	<u>\$ 305,950,159</u>	<u>287,627,837</u>

See accompanying notes to consolidated financial statements.

DUCKS UNLIMITED, INC. AND AFFILIATES

Consolidated Statements of Activities

Years ended June 30, 2019 and 2018

	<u>Without donor restrictions</u>	<u>With donor restrictions</u>	<u>Total net assets</u>
Net assets at June 30, 2017	\$ 76,919,324	148,306,223	225,225,547
Support and revenues:			
Support and revenues without donor restrictions	168,057,496	—	168,057,496
Support and revenues with donor restrictions:			
Major conservation gifts	—	34,545,856	34,545,856
Contributions to donor restricted endowments	—	5,368,757	5,368,757
Investment return on donor restricted endowments, net of appropriation for expenditure	—	1,856,872	1,856,872
Habitat reimbursements	—	22,948,097	22,948,097
Other revenues	—	117,347	117,347
Net assets released from restrictions:			
Program restrictions satisfied	49,099,874	(49,099,874)	—
Expiration of time restrictions	2,892,318	(2,892,318)	—
Total support and revenues	<u>220,049,688</u>	<u>12,844,737</u>	<u>232,894,425</u>
Total expenses	<u>219,723,623</u>	<u>—</u>	<u>219,723,623</u>
Excess of support and revenues over expenses	326,065	12,844,737	13,170,802
Other changes in net assets:			
Loss on uncollectible pledges	—	(3,502,018)	(3,502,018)
Pension and postretirement benefit liability adjustments other than net periodic costs	4,336,542	—	4,336,542
Total change in net assets	<u>4,662,607</u>	<u>9,342,719</u>	<u>14,005,326</u>
Net assets at June 30, 2018	81,581,931	157,648,942	239,230,873
Support and revenues:			
Support and revenues without donor restrictions	177,859,508	—	177,859,508
Support and revenues with donor restrictions:			
Major conservation gifts	—	40,220,132	40,220,132
Contributions to donor restricted endowments	—	438,391	438,391
Investment return on donor restricted endowments, net of appropriation for expenditure	—	2,002,773	2,002,773
Habitat reimbursements	—	24,025,342	24,025,342
Other revenues	—	55,147	55,147
Net assets released from restrictions:			
Program restrictions satisfied	56,015,457	(56,015,457)	—
Expiration of time restrictions	3,414,123	(3,414,123)	—
Total support and revenues	<u>237,289,088</u>	<u>7,312,205</u>	<u>244,601,293</u>
Total expenses	<u>231,657,391</u>	<u>—</u>	<u>231,657,391</u>
Excess of support and revenues over expenses	5,631,697	7,312,205	12,943,902
Other changes in net assets:			
Loss on uncollectible pledges	—	(1,209,843)	(1,209,843)
Pension and postretirement benefit liability adjustments other than net periodic costs	(776,369)	—	(776,369)
Total change in net assets	<u>4,855,328</u>	<u>6,102,362</u>	<u>10,957,690</u>
Net assets at June 30, 2019	\$ <u>86,437,259</u>	<u>163,751,304</u>	<u>250,188,563</u>

See accompanying notes to consolidated financial statements.

DUCKS UNLIMITED, INC. AND AFFILIATES

Consolidated Statements of Support and Revenues Without Donor Restrictions and Expenses

Years ended June 30, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Operational revenue:		
Philanthropic sources:		
Net proceeds from committee events	\$ 47,739,265	45,351,077
Direct response membership	12,210,010	11,607,413
Major gifts	40,085,402	34,395,769
Planned gift maturities	1,000,000	561,920
Royalties	<u>2,276,713</u>	<u>2,237,730</u>
Total philanthropic revenue	103,311,390	94,153,909
Other operational support and revenue:		
Federal and state habitat reimbursements	60,821,751	59,522,743
Nongovernmental partnerships	23,233,528	23,044,675
State grants	3,438,652	3,415,794
Donated conservation easements	31,656,126	18,953,776
Advertising revenue	2,582,907	2,500,501
Donated educational programming	6,177,741	16,300,717
Appropriated endowment and quasi-endowment earnings	4,146,234	3,138,770
Other revenues	<u>69,322</u>	<u>161,405</u>
Total operational support and revenue	<u>235,437,651</u>	<u>221,192,290</u>
Operational expense:		
Program service expense:		
Waterfowl conservation:		
U.S. habitat delivery	111,154,663	107,640,059
Conservation easements	31,656,126	18,953,776
Government relations	3,620,061	3,353,479
Ducks Unlimited Canada	12,101,750	11,172,896
Ducks Unlimited de Mexico	961,928	1,000,116
Conservation education:		
Magazine	4,089,983	4,175,067
Communications and conferences	7,413,282	6,537,088
Donated educational programming	6,177,741	16,300,717
Education delivery	9,945,754	9,632,450
Membership services	<u>3,523,991</u>	<u>3,429,458</u>
Total program service expenses	<u>190,645,279</u>	<u>182,195,106</u>
Fund-raising:		
Field operations	12,244,782	11,772,995
Direct response membership development	9,244,205	8,919,334
Major gift development and advertising	<u>11,652,102</u>	<u>10,482,411</u>
Total fund-raising expense	33,141,089	31,174,740
Administration	<u>7,871,023</u>	<u>6,353,777</u>
Total operational expense	<u>231,657,391</u>	<u>219,723,623</u>
Operational surplus	<u>3,780,260</u>	<u>1,468,667</u>
Nonoperational:		
Revolving land contributions	1,430,000	44,209
Net losses on land sales	(1,080,393)	(1,895,459)
Other quasi-endowment contributions (distributions)	1,156,703	(1,625)
Unappropriated quasi-endowment earnings	<u>345,127</u>	<u>710,273</u>
Nonoperating surplus (loss)	<u>1,851,437</u>	<u>(1,142,602)</u>
Excess of support and revenues without donor restrictions over expenses	\$ <u>5,631,697</u>	<u>326,065</u>

See accompanying notes to consolidated financial statements.

DUCKS UNLIMITED, INC. AND AFFILIATES

Consolidated Statement of Functional Expenses

Year ended June 30, 2019

	Program service expenses						
	Transfers to affiliated organizations	U.S. habitat delivery	Conservation easements	Conservation education	Membership services	Government relations	Total program service expenses
Compensation	\$ —	21,658,187	—	8,832,211	1,023,270	1,750,764	33,264,432
Pension and 401(k) plans	—	2,016,503	—	834,891	101,348	152,738	3,105,480
Other employee benefits	—	3,607,489	—	1,374,218	198,618	170,266	5,350,591
Payroll taxes	—	1,765,425	—	708,211	77,943	127,513	2,679,092
Legal fees	—	2,048	—	329	—	—	2,377
Accounting and consulting	—	—	—	—	—	—	—
Professional fund-raising	—	—	—	—	—	—	—
Other fees	—	388,394	—	761,696	567,531	338,692	2,056,313
Advertising and promotions	—	1,252	—	235,135	13,912	—	250,299
Office expenses	—	968,128	—	682,854	378,237	161,671	2,190,890
Information technology	—	1,654,838	—	613,519	82,819	80,593	2,431,769
Occupancy	—	1,210,847	—	423,951	111,778	370,108	2,116,684
Travel	—	394,884	—	1,486,291	89,182	253,246	2,223,603
Conferences, conventions and meetings	—	85,719	—	423,769	—	84,460	593,948
Interest	—	271,636	—	—	—	—	271,636
Depreciation	—	1,141,547	—	1,465,675	10,889	31,726	2,649,837
Insurance	—	325,538	—	124,657	168	12,686	463,049
Membership enrollment premiums	—	—	—	—	—	—	—
Mailing list rental	—	—	—	—	—	—	—
Postage and shipping	—	63,030	—	1,349,459	865,406	2,715	2,280,610
Printing and publication	—	25,167	—	2,132,153	2,890	4,227	2,164,437
Donated public service announcements	—	—	—	6,177,741	—	—	6,177,741
Waterfowl conservation:							
Ducks Unlimited Canada	12,101,750	—	—	—	—	—	12,101,750
Ducks Unlimited de Mexico	961,928	—	—	—	—	—	961,928
Habitat development	—	75,535,359	—	—	—	1,157	75,536,516
Conservation easements	—	—	31,656,126	—	—	—	31,656,126
Other conservation	—	38,672	—	—	—	77,499	116,171
	\$ 13,063,678	111,154,663	31,656,126	27,626,760	3,523,991	3,620,061	190,645,279

DUCKS UNLIMITED, INC. AND AFFILIATES
Consolidated Statement of Functional Expenses
Year ended June 30, 2019

	Supporting service expenses				Total supporting service expenses	Total expenses June 30, 2019
	Field operations and development	Fundraising Direct response membership development	Total fund-raising	Administration		
Compensation	\$ 12,281,801	439,748	12,721,549	4,340,312	17,061,861	50,326,293
Pension and 401(k) plans	1,134,905	39,458	1,174,363	293,691	1,468,054	4,573,534
Other employee benefits	1,788,683	53,454	1,842,137	487,942	2,330,079	7,680,670
Payroll taxes	980,897	34,549	1,015,446	295,425	1,310,871	3,989,963
Legal fees	39,362	—	39,362	5,308	44,670	47,047
Accounting and consulting	—	—	—	253,536	253,536	253,536
Professional fund-raising	92,450	220,844	313,294	—	313,294	313,294
Other fees	597,305	1,325,533	1,922,838	169,013	2,091,851	4,148,164
Advertising and promotions	572,834	1,455	574,289	—	574,289	824,588
Office expenses	1,653,579	24,438	1,678,017	248,584	1,926,601	4,117,491
Information technology	832,924	2,327	835,251	787,462	1,622,713	4,054,482
Occupancy	486,246	23,246	509,492	160,124	669,616	2,786,300
Travel	2,724,003	16,825	2,740,828	349,777	3,090,605	5,314,208
Conferences, conventions and meetings	697	—	697	10,344	11,041	604,989
Interest	—	—	—	17,055	17,055	288,691
Depreciation	81,262	587	81,849	299,696	381,545	3,031,382
Insurance	227,682	—	227,682	91,642	319,324	782,373
Membership enrollment premiums	—	3,607,161	3,607,161	—	3,607,161	3,607,161
Mailing list rental	—	286,503	286,503	—	286,503	286,503
Postage and shipping	219,262	1,796,142	2,015,404	26,511	2,041,915	4,322,525
Printing and publication	182,992	1,371,935	1,554,927	34,601	1,589,528	3,753,965
Donated public service announcements	—	—	—	—	—	6,177,741
Waterfowl conservation:						
Ducks Unlimited Canada	—	—	—	—	—	12,101,750
Ducks Unlimited de Mexico	—	—	—	—	—	961,928
Habitat development	—	—	—	—	—	75,536,516
Conservation easements	—	—	—	—	—	31,656,126
Other conservation	—	—	—	—	—	116,171
	<u>\$ 23,896,884</u>	<u>9,244,205</u>	<u>33,141,089</u>	<u>7,871,023</u>	<u>41,012,112</u>	<u>231,657,391</u>

See accompanying notes to consolidated financial statements.

DUCKS UNLIMITED, INC. AND AFFILIATES

Consolidated Statements of Cash Flows

Years ended June 30, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Cash flows from operating activities:		
Change in net assets	\$ 10,957,690	14,005,326
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Noncash contributions	(392,000)	(231,358)
Contributions restricted for investment in endowment and capital items	(438,391)	(5,368,757)
Depreciation	3,394,741	3,257,278
Loss on disposition of conservation lands	1,121,583	1,895,459
Loss on disposition of equipment	60,973	69,944
Provision for uncollectible pledges	1,209,843	3,502,018
Net realized and unrealized gains on investments	(5,014,722)	(4,435,885)
Pension and postretirement benefit liability adjustments	776,369	(4,336,542)
Changes in operating assets and liabilities:		
Restricted cash and investments	(4,449,123)	4,329,570
Events receivable	226,357	(58,046)
Pledges receivable	2,297,664	(5,032,009)
Habitat conservation and other receivables	3,831,301	(3,265,612)
Event merchandise inventory	(1,062,515)	273,651
Other assets	(1,530,411)	(455,674)
Accounts payable and accrued expenses	3,578,955	2,193,267
Deferred revenue	1,521,354	1,231,150
Compensation and related accruals	467,969	(492,170)
Pension and deferred compensation accruals	(1,108,087)	(599,621)
Accrued postretirement benefits	(77,441)	(38,312)
Other liabilities	(8,959)	200,746
Net cash provided by operating activities	<u>15,363,150</u>	<u>6,644,423</u>
Cash flows from investing activities:		
Purchases of investments	(47,824,580)	(25,422,045)
Proceeds from sale of investments	51,100,613	21,669,009
Building and equipment purchases	(3,031,234)	(1,485,774)
Investments in conservation lands	(16,876,695)	(12,456,660)
Proceeds from sales of conservation lands	8,403,943	10,722,603
Net cash used in investing activities	<u>(8,227,953)</u>	<u>(6,972,867)</u>
Cash flows from financing activities:		
Proceeds from contributions restricted to endowment and capital items	438,391	5,368,757
Proceeds from borrowings on operating line of credit	2,000,000	2,000,000
Repayments of borrowings on operating line of credit	(2,000,000)	(2,000,000)
Repayments of borrowings on revolving land line of credit	(3,435,000)	—
Proceeds from borrowings on revolving land line of credit	4,149,472	1,070,528
Net cash provided by financing activities	<u>1,152,863</u>	<u>6,439,285</u>
Net increase in cash and cash equivalents	8,288,060	6,110,841
Cash and cash equivalents at beginning of year	<u>19,543,061</u>	<u>13,432,220</u>
Cash and cash equivalents at end of year	\$ <u>27,831,121</u>	\$ <u>19,543,061</u>
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ 243,006	152,156

See accompanying notes to consolidated financial statements.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(1) Nature of Activities

Ducks Unlimited, Inc. (DUI) is an internationally supported, nonprofit conservation organization incorporated under the laws of the District of Columbia in 1937. DUI conserves, restores, and manages wetlands and associated habitats for North America's waterfowl. These habitats also benefit other wildlife and people.

Wetlands America Trust, Inc. (WAT) is a nonprofit organization formed in 1985 to support the mission of DUI in providing leadership in the protection of the natural balance of wetland ecosystems, ensuring the future viability of waterfowl and other wetland wildlife in the United States. WAT operates exclusively for the benefit of DUI and complements DUI's domestic habitat programs in harmony with DUI's conservation priorities. WAT is also a fiduciary for DUI and manages endowments and revolving funds. DUI is the sole member of WAT.

Ducks Unlimited Lands, LLC (DUL) is a nonprofit entity formed in 2018 to support DU in its protection of donated land assets. DUL operates exclusively for the benefit of DUI and complements DUI's domestic habitat programs in harmony with DUI's conservation priorities. DUL is also a fiduciary for DUI, and DUI is the sole member of DUL.

DUI, WAT and DUL's primary sources of revenue are contributions from the public, including gifts of land, investment income, and government grants. These resources are used to conserve portfolios of functional conservation areas across North America.

DUI, WAT and DUL are recognized as organizations exempt from federal income tax under 501(a) as entities described in Section 501(c)(3) of the U.S. Internal Revenue Code, except for taxes on income from activities unrelated to its exempt purposes. The organization does not have any material unrecognized tax positions that should be recognized in the financial statements for 2019 or 2018.

(2) Significant Accounting Policies

(a) Principles of Consolidation

The consolidated financial statements include the accounts of DUI, WAT & DUL, hereinafter referred to collectively as DU or the Organization. Significant accounts and transactions between DUI, WAT and DUL have been eliminated in consolidation.

(b) Cash and Cash Equivalents

Cash represents operating cash held in bank accounts in high quality financial institutions in the United States. Cash equivalents are highly liquid investments with a maturity of three months or less when purchased.

(c) Restricted Cash and Investments

Restricted cash and investments represent cash and certificates of deposits held in bank accounts in high quality financial institutions in the United States. Contractual terms, such as those contained in mitigation banking agreements, as well as certain donor stipulations require that these assets be segregated from DU's operating cash until the relevant conservation outcomes have been met. Once met, the cash is transferred to DU's operating cash.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(d) Pledges Receivable

Pledges receivable represent promises from DU supporters to make contributions to DU in future periods under various major donor programs, which generally provide for payments over one to seven years. In some cases, conditional pledges such as matching pledges may be included if the possibility that the condition will not be met is remote. Such amounts are not material. Pledges are reported at the net present value of the estimated future cash flows.

(e) Event Merchandise Inventory

Event merchandise inventory is valued at the lower of cost or net realizable value, using the first-in, first-out method. Slow moving or potentially obsolete inventory items are written down to net realizable value.

(f) Investments and Fair Value Measurements

The carrying value of cash and cash equivalents, events receivable, habitat conservation and other receivables and accounts payable approximate fair value because of the short maturity of those instruments.

Investments with readily determinable market values are reported based on the last reported sales price at the end of the reporting period or, in the absence of a reported sale, on the average of the bid and ask price. Investments in private equity and hedge funds are reported at the proportionate share of the estimated fair values of the underlying investments. Those fair values, which are estimated by the general partners or investment managers, are evaluated for reasonableness by the Organization's management, and may differ from the values that would have been used had a ready market existed for those investments. Investment income from donor restricted endowment funds is recognized as net assets with donor restrictions until appropriated for use. Investment income on all other investments is credited directly to net assets without donor restrictions unless otherwise restricted by the donor.

DU values its financial assets and liabilities based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy that prioritizes the inputs to valuation techniques is used to measure fair value. The hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. The hierarchy is broken down into the following three levels, based on the observability of inputs:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that are observable at the measurement date;

Level 2: Significant observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data; and

Level 3: Significant unobservable inputs for the asset or liability that reflect the reporting entity's own estimates about the assumptions that market participants would use in pricing the asset or liability.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(g) Land Held for Conservation Purposes

Land held for conservation purposes includes purchased or donated properties to be sold or transferred to governmental agencies or other individuals and organizations for conservation purposes. Purchased land is stated at the lesser of cost or fair value. Donated properties are initially recorded at their appraised values at the date of contribution and are carried at the lower of this amount or fair value.

(h) Land, Buildings, and Equipment

Land, buildings, and equipment are stated at cost. Expenditures for maintenance and repairs that do not improve or extend the lives of the respective assets are expensed as incurred. When assets are retired or sold, the related cost and accumulated depreciation are removed from the accounts, and any gain or loss on retirement or disposal of the individual assets is recorded as revenue or expense.

Depreciation is computed using the straight-line method over the estimated useful lives of the related assets as follows:

Buildings	10–40 years
Building improvements	5–15 years
Computer equipment and technology conversion costs	3–5 years
Furnishings and equipment	5–10 years

DU periodically reviews the recoverability of long-lived assets. If facts or circumstances indicate the possibility of impairment, DU will prepare a projection of the undiscounted future cash flows of the specific assets and determine if the recorded value is recoverable or if an adjustment to the carrying value of the assets is necessary. DU does not believe that there were any facts or circumstances that indicated an impairment of recorded land, buildings, or equipment as of June 30, 2019 or 2018.

(i) Charitable Gift Annuities

DU has received several gifts that, pursuant to the gift agreements, require DU to pay a fixed amount for a specified period of time to the donor or to individuals or organizations designated by the donor. The amount recorded as a contribution at the time the gift is made is the difference between the amount of the gift and the present value of the donor stipulated payments to be made by DU as of the date of the gift. DU's liability under these arrangements, which is recorded as a component of other liabilities in the accompanying consolidated balance sheets, is recorded at the net present value of the remaining donor-stipulated payments and is adjusted annually.

(j) Net Assets

DU reports gifts of cash and other assets as support with donor restrictions if they are received with donor stipulations that limit their use. When a donor restriction is satisfied, that is, when a stipulated time restriction expires or program restriction is accomplished, net assets with donor restrictions are transferred to net assets without donor restrictions and reported in the consolidated statements of activities as net assets released from restrictions.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

DU classifies donor restricted contributions as support without donor restrictions if those restrictions are satisfied in the same reporting period. DU recognizes contributions of collectibles (for example, works of art or similar assets that are held for public exhibition or education) as support without donor restrictions, unless restricted by the donor.

Net assets with donor restrictions include pledges receivable that are restricted by time and/or purpose restrictions, habitat conservation gifts that are restricted by donor stipulation and unappropriated appreciation on donor restricted endowment funds.

(k) Donated Conservation Easements

Conservation easements represent rights to restrict the use, access, and development of certain properties. Support without donor restrictions and expenses are recognized in equal amounts based upon the appraised value of the easement. DU is obligated to monitor easements to ensure that the restrictions are maintained. DU monitors these easements in the normal course of its operations and associated costs are expensed as incurred.

Estimated value of easements is not included in the consolidated balance sheets because the easements do not represent a future economic benefit to the Organization.

DU receives donor restricted endowments to support donated conservation easements in order to provide funding for ongoing monitoring costs in perpetuity.

(l) Donated Educational Programming

DU recognizes the in-kind donation of television airtime for public service announcements (PSAs) that provide education about DU's program and mission. Support without donor restrictions and expenses are recognized in equal amounts based upon the estimated value of media content and delivery by a third party.

(m) Pension and Postretirement Benefit Plans

DU records the overfunded or underfunded status of benefit plans on its consolidated balance sheets. Changes in funded status other than net periodic cost are recognized as other changes in net assets in the year in which the change occurs. DU measures the plan at June 30 each year. DU engages a third-party actuary to perform computations necessary to record its pension and postretirement plan-related balances.

(n) Functional Allocation of Expenses

The costs of providing the various programs and activities have been summarized on a functional basis in the consolidated statements of support and revenues without donor restrictions and expenses. Accordingly, certain joint costs such as information technology, insurance and building expenses have been allocated among the programs and supporting services based on usage and square footage.

(o) Grants and Cooperative Agreements

DU receives grants and contracts from federal and state agencies, as well as from private organizations, to be used for specific programs or land purchases. Any excess of reimbursable expenditures over cash receipts is included in habitat conservation receivables. For grants and

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

nonexchange agreements in which cash is received prior to the incurrence of related costs, such amounts are reflected in net assets with donor restrictions until the related costs are incurred.

DU's costs incurred under its government grants and contracts are subject to audit by government agencies.

(p) Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Estimates are used primarily in the recording of the allowance for uncollectible pledges receivable, the discounting of pledges receivable, determining the fair value of certain investments including lands, determining the fair value of gifts-in-kind associated with donated educational programming, donated lands and donated easements, estimates relating to the pension and other postretirement plans, and reserves for self-insurance.

(q) Donor Restricted Endowment Funds

Under the provisions of the State of Tennessee's version of the Uniform Prudent Management of Institutional Funds Act (UPMIFA), organizations are required to maintain, and report endowment funds based upon donor intent, whether explicit or implied. Based on its interpretation of the provisions of UPMIFA and a review of underlying endowment agreements, management has determined that reporting the historic dollar value of donor restricted endowments with the related unappropriated investment earnings, as net assets with donor restrictions is appropriate and consistent with the intent of DU's donors.

(r) Recently Issued Accounting Standards

In August 2016, the FASB issued ASU No 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities*. DU adopted ASU 2016-14 in its consolidated financial statements effective July 1, 2018, and applied the changes retrospectively. The impact of adoption changes the classification of net assets on the consolidated balance sheets and consolidated statements of activities from three classes to two classes: net assets without donor restrictions, previously reported as unrestricted net assets, and net assets with donor restrictions, previously reported as temporarily restricted net assets of \$123.0 million and permanently restricted net assets of \$34.6 million for 2018. DU also added a disclosure for the liquidity and availability of financial assets at the balance date to meet cash needs for general expenditures within one year. Additionally, DU added a consolidated statement of functional expenses which shows disaggregated functional expense classifications by their natural expense classification.

In March 2017, the FASB issued ASU 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Period Pension Postretirement Benefit Cost*, which requires companies to present the service cost component of net benefit cost in the income statement line items where they report compensation cost, and all other components of net benefit cost in the income statement separately from the service cost component and outside of operating income, if this subtotal is presented. Additionally, the service cost component will be the only component that can be capitalized.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

ASU 2017-07 is effective for fiscal years beginning after December 15, 2018. The standard requires retrospective application for the amendments related to the presentation of the service cost component and other components of net benefit cost, and prospective application for the amendments related to the capitalization requirements for the service cost components of net benefit cost. The ASU will be effective for DU during fiscal year 2020. DU is currently evaluating the effect that ASU 2017-07 will have on its consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09). The ASU establishes a comprehensive revenue recognition standard for virtually all industries under U.S. GAAP including those that previously followed industry-specific guidance. The guidance states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The FASB issued ASU 2015-14 in August 2015 that deferred the effective date of ASU 2014-09 by a year thus the effective date is fiscal years beginning after December 15, 2018. The ASU will be effective for DU during fiscal year 2020. DU is currently evaluating the effect that ASU 2014-09 will have on its consolidated financial statements.

In 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The ASU changes the accounting treatment for operating leases by recognizing a lease asset and lease liability at the present value of the lease payments in the statements of financial position and disclosing key information about leasing arrangements. In July 2019, the FASB tentatively approved delaying the effective date for not-for-profit entities until fiscal years beginning after December 15, 2020. Early adoption is permitted. Under the current effective date, DU will implement the ASU in fiscal 2021. If the delayed effective date is finalized, the ASU will be effective for DU during fiscal year 2022. DU is currently evaluating the impact that ASU 2016-02 will have on its consolidated financial statements.

(s) Subsequent Events

DU has evaluated events and transactions for potential recognition or disclosure through October 10, 2019, which is the date these consolidated financial statements were available to be issued.

(3) Fund-Raising Events

DU raises funds to support its conservation mission through fund-raising events in communities throughout the United States. During the years ended June 30, 2019 and 2018, DU volunteers hosted 4,090 and 4,065, respectively, grassroots fund-raising events each year, such as member and sponsor banquets, sporting clay and fishing tournaments, and golf outings. Chapters are chartered by DU and operate as unincorporated associations to support DU in the local community. Local chapters remit proceeds of these events (net of direct expenses incurred by the chapter in sponsoring and conducting the event) to DU and provide reports of receipts and direct expenses. Because the financial transactions of local committees are controlled by the volunteers, net amounts to be remitted to DU are recorded as event receivables in the consolidated balance sheets and net proceeds from committee events in the accompanying consolidated statements of support and revenues without donor restrictions and expenses.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

The following unaudited gross proceeds and unaudited direct expenses incurred by DU chapters in conducting these events are based on reports provided by the host chapters for each event.

	<u>Year ended June 30</u>	
	<u>2019</u>	<u>2018</u>
Gross proceeds reported by DU chapters (unaudited)	\$ 112,383,686	105,473,136
Expenses incurred by DU chapters (unaudited)	<u>(42,254,139)</u>	<u>(39,855,518)</u>
Proceeds of events remitted to DU	70,129,547	65,617,618
Less:		
Cost of event merchandise	(21,402,982)	(19,250,093)
State operation allowances	<u>(987,300)</u>	<u>(1,016,448)</u>
Net proceeds from committee events	<u>\$ 47,739,265</u>	<u>45,351,077</u>

(4) Investments and Fair Value Measurements

The following tables set forth DU's investments by level within the fair value hierarchy, as of June 30, 2019 and 2018:

	<u>2019</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments:				
Equities:				
Large-cap value	\$ 17,789,344	—	—	17,789,344
Large-cap growth	14,160,887	—	—	14,160,887
Small and mid-cap value	889,737	—	—	889,737
Small and mid-cap growth	414,579	—	—	414,579
Small and mid-cap core	16,393,030	—	—	16,393,030
International	7,443,048	—	—	7,443,048
Real estate	2,821,751	—	—	2,821,751
Fixed income	<u>10,489,947</u>	<u>—</u>	<u>—</u>	<u>10,489,947</u>
	<u>\$ 70,402,323</u>	<u>—</u>	<u>—</u>	<u>70,402,323</u>
Investments valued under net asset value (NAV):				
Private equity				1,032,614
Hedge funds				<u>4,318,514</u>
Total investments at fair value				<u>\$ 75,753,451</u>

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

	2018			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments:				
Equities:				
Large-cap value	\$ 17,389,989	—	—	17,389,989
Large-cap growth	13,167,406	—	—	13,167,406
Small and mid-cap value	1,040,712	—	—	1,040,712
Small and mid-cap growth	4,624,981	—	—	4,624,981
Small and mid-cap core	11,355,945	—	—	11,355,945
International	7,635,061	—	—	7,635,061
Real estate	2,690,203	—	—	2,690,203
Fixed income	<u>10,837,830</u>	<u>—</u>	<u>—</u>	<u>10,837,830</u>
	\$ <u>68,742,127</u>	<u>—</u>	<u>—</u>	68,742,127
Investments valued under net asset value (NAV):				
Private equity				935,736
Hedge funds				<u>4,396,813</u>
Total investments at fair value				\$ <u>74,074,676</u>

In accordance with FASB ASC Subtopic 820-10, certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the accompanying consolidated balance sheet.

At June 30, 2019 and 2018, DU was committed to fund additional amounts to private equity funds totaling approximately \$2,044,000 and \$606,000, respectively.

A hedge fund investment was redeemed on June 30, 2019, with the promise to distribute the redeemed funds within 45 days of the redemption date. As of June 30, 2019, the receivable was approximately \$585,000 and was recorded within other assets on the consolidated balance sheet. Additionally, as of July 1, 2019, DU took an additional \$3,750,000 position in a hedge fund investment. Due to the nature of the investment, the funds were sent prior to the subscription date. The value of the transferred funds is reflected within other assets on the consolidated balance sheet as of June 30, 2019.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

The composition of investment return is as follows for the years ended June 30, 2019 and 2018:

	<u>2019</u>	<u>2018</u>
Net realized and unrealized investment gains:		
Without donor restrictions	\$ 1,973,845	1,771,010
With donor restrictions	<u>3,040,877</u>	<u>2,664,875</u>
	<u>\$ 5,014,722</u>	<u>4,435,885</u>
	<u>2019</u>	<u>2018</u>
Interest and dividend income:		
Without donor restrictions	\$ 996,925	804,453
With donor restrictions	<u>730,212</u>	<u>656,033</u>
	<u>\$ 1,727,137</u>	<u>1,460,486</u>
Total activity:		
Without donor restrictions	\$ 2,970,770	2,575,463
With donor restrictions	<u>3,771,089</u>	<u>3,320,908</u>
	<u>\$ 6,741,859</u>	<u>5,896,371</u>

Investments in hedge funds consist primarily of funds which in turn invest in other hedge funds. Investments in private equity represent funds which invest in illiquid securities from private companies and have limited or no provisions for investor-driven redemption. The table below presents a summary of the fair value, redemption frequency, unfunded commitments, and average life of distribution of hedge fund and private equity investments as of June 30, 2019:

<u>Investment</u>	<u>Fair value</u>	<u>Unfunded commitments</u>	<u>Redemption frequency (if eligible)</u>	<u>Redemption notice period</u>	<u>Expected life span of investment</u>
Private equity	\$ 1,032,614	2,043,828	N/A	N/A	< 10 years
Hedge funds	4,318,514	—	Quarterly – Semiannually	90 days	Indefinite

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(5) Pledges Receivable

Pledges receivable are summarized as follows at June 30:

	<u>2019</u>	<u>2018</u>
Amounts due:		
Less than 1 year	\$ 22,038,344	22,354,747
1 to 5 years	24,809,730	28,410,139
Greater than 5 years	<u>540,501</u>	<u>535,983</u>
	47,388,575	51,300,869
Less:		
Allowance for uncollectible pledges	(7,496,529)	(7,864,895)
Unamortized present value discount	<u>(1,112,334)</u>	<u>(1,148,755)</u>
	<u>\$ 38,779,712</u>	<u>42,287,219</u>

Fair value of pledges receivable is estimated giving consideration to anticipated future cash receipts (after allowance is made for uncollectible contributions) and discounting such amounts at a rate commensurate with the duration of the donor's payment plan. Such rates ranged from 0.7% to 3.1% as of June 30, 2019, and 0.7% to 3.4% as of June 30, 2018. These inputs to the fair value estimate are considered Level 3 in the fair value hierarchy. In subsequent periods, the discount rate is unchanged and the allowance for uncollectible contributions is reassessed and adjusted if necessary. Amortization of the discount is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions. An allowance is recorded for uncollectible pledges based on management's judgment and analysis of the creditworthiness of the donors, past collection experience, and other relevant factors.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(6) Land Held for Conservation Purposes

Land held for conservation purposes is as follows at June 30, 2019:

<u>Location</u>	<u>Acres protected</u>	<u>Carrying value</u>
California	279	\$ 361,391
Colorado	206	395,338
Idaho	649	1,257,881
Illinois	92	334,322
Kansas	1,936	4,310,956
Michigan	246	432,485
Minnesota	624	3,943,616
Montana	2,920	1,363,534
Nebraska	4,338	14,745,246
New Jersey	175	6,069
New York	1,117	903,016
North Dakota	3,280	1,722,103
Ohio	75	459,508
Oklahoma	125	252,098
South Dakota	6,763	24,167,848
Tennessee	163	—
Vermont	570	451,531
Wisconsin	1,269	2,038,370
Wyoming	342	650,278
	<u>25,170</u>	<u>\$ 57,795,590</u>

Of the above listed land holdings, the following properties have been deemed long-term holdings of the organization:

<u>Location</u>	<u>Acres protected</u>	<u>Carrying value</u>
California	242	\$ —
Nebraska	1,028	13,712
North Dakota	3,120	1,649,076
	<u>4,390</u>	<u>\$ 1,662,788</u>

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(7) Donated Conservation Easements

In addition to holding land for conservation purposes, DU (through its affiliate WAT) also secures conservation easements, deed restrictions, and management agreements on properties. Easement values represent the difference in the appraised value of the property immediately before and after the conservation easements are imposed on the property.

Easement values have been determined by independent third-party appraisals at the time the easement is secured. As discussed in note 2, DU recognizes equal amounts of support without donor restrictions and program expense at the time the easement is secured.

Conservation easement activity during the years ended June 30, 2019 and 2018 was as follows:

	2019		2018	
	Acres	Value at date of easement	Acres	Value at date of easement
Conservation easements secured during the year ended June 30	8,574	\$ 31,656,126	13,032	\$ 18,953,776
Total conservation easements held as of June 30	425,624	707,754,357	417,050	676,098,231

(8) Land, Buildings, and Equipment

Land, buildings, and equipment consist of the following at June 30:

	2019	2018
Land	\$ 1,405,264	1,405,264
Buildings and improvements:		
Memphis Headquarters	9,137,152	9,951,539
Western Regional Office	1,085,380	1,085,380
Great Plains Regional Office	2,366,511	2,213,693
Heritage Center in Memphis	14,000,000	14,000,000
Computer and technology conversion costs	7,187,104	6,050,661
Furnishings and equipment	12,804,931	13,790,525
	47,986,342	48,497,062
Less accumulated depreciation	(28,906,829)	(28,993,069)
	\$ <u>19,079,513</u>	<u>19,503,993</u>

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(9) Liquidity

The Organization's financial assets available within one year of the consolidated balance sheet as of June 30, 2019 for general expenditure are as follows:

	2019
Cash and cash equivalents	\$ 27,831,121
Restricted cash	35,104,585
Investments	75,753,451
Events receivable, net	1,014,292
Current pledge receivable, net	20,036,772
Habitat conservation and other receivables	26,138,517
Total financial assets available within one year	185,878,738
Less:	
Amounts unavailable for general expenditure within one year due to:	
Restricted by donors with purpose restrictions	(78,991,674)
Restricted by donors in perpetuity*	(44,191,252)
Contractual restrictions	(11,345,737)
Total amounts unavailable for general expenditure within one year	(134,528,663)
Amounts unavailable to management without Board approval:	
Board designated for quasi-endowment*	(27,447,375)
Board designated for strategic conservation initiatives	(4,096,576)
Total amounts unavailable without Board approval	(31,543,951)
Total financial assets available to management as of June 30, 2019, for general expenditure within one year	\$ 19,806,124

*Net of spend available within one year

As part of the Organization's liquidity management, Ducks Unlimited has a policy to structure its financial assets to be available as its general expenditures, liabilities and other general obligations come due. In addition, Ducks Unlimited invests excess cash in short term investments. To help manage unanticipated liquidity needs, management has available an operating line of credit of \$15,000,000, as discussed in note 10. Also, management could utilize proceeds from land holdings described in note 6 with the approval of the Board.

(10) Line of Credit

DU has an operating line of credit agreement (the Credit Agreement) for up to \$15,000,000. The borrowing rate on the Credit Agreement is the lesser of the lender's maximum variable rate of interest or a rate equal to the base commercial rate of interest. As of June 30, 2019, the borrowing rate was 3.82%. The Credit

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

Agreement contains certain restrictions limiting DU's ability to incur additional indebtedness, enter into merger, consolidation, sale, or acquisition activities other than in the normal course of business. The Credit Agreement also prohibits DU from granting any security interest in its inventory, pledges, other receivables, investments, and fixed assets. On October 4, 2018, the Credit Agreement was amended. Under the amendment, the expiration date is October 1, 2021, and the borrowing rate is the lesser of the lender's maximum variable rate of interest or the Reserve Adjusted London Interbank Offered Rate (LIBOR) plus one and thirty-eight-hundredths percent (1.38%). There were no amounts outstanding under the Credit Agreement as of June 30, 2019, or 2018.

DU also has two line of credit agreements to finance the acquisition of conservation properties in order to restore the habitat value of the properties and then to sell those properties, retaining conservation easements to be held for long-term conservation by DU or its transferees. Under the first arrangement, DU may borrow up to \$10,000,000 at a rate equal to the lesser of a) the lender's maximum variable rate of interest or b) a rate chosen by the lender. The lender may choose to charge a rate equal to the base commercial rate of interest or the Reserve Adjusted LIBOR Rate plus one and thirty-eight-hundredths percent (1.38%). The agreement requires that minimum net assets without donor restrictions be at least \$50 million and contains certain restrictions limiting DU's ability to incur additional indebtedness, enter into merger, consolidation, sale, or acquisition activities other than in the normal course of business. The agreement also prohibits DU from granting any security interest in its inventory, pledges, other receivables, investments, and fixed assets. On October 4, 2018, the credit arrangement was amended. Under the amendment, the expiration date is October 1, 2021, and the borrowing rate is equal to the lesser of a) the lender's maximum variable rate of interest or b) a rate chosen by the lender. The lender may choose to charge a rate equal to the base commercial rate of interest or the Reserve Adjusted LIBOR plus one and thirty-eight-hundredths percent (1.38%). As of June 30, 2019, the borrowing rate was 3.82% and approximately \$8,385,000 was outstanding under the agreement. As of June 30, 2018, the borrowing rate was 3.73% and approximately \$4,200,000 was outstanding under the agreement.

Under the second arrangement for financing conservation properties, DU had a line of credit agreement for up to \$5,000,000 that expired in February 2019. The borrowing rate was fixed at 2.45%. On February 26th, 2019, the loan balance was paid off. As of June 30, 2019 and 2018, the outstanding balance under the agreement was \$0 and \$3,435,000, respectively.

(11) Concentration of Credit Risk

DU had deposits with financial institutions that exceeded federal depository insurance limits by \$22,581,502 and \$13,306,195 at June 30, 2019 and 2018, respectively. A gift with donor restrictions of \$7,310,823 was included in fiscal 2019. The funds from this restricted gift were invested in a Certificate of Deposit Account Registry Service (CDARS) program in August 2019, thereby eliminating any credit risk. DU has not experienced any losses on cash deposits and management considers the risk of loss to be remote. Additionally, DU's investment consultant monitors the credit rating of each of its financial institutions.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(12) Benefit Plans

DU has a defined benefit pension plan (the Pension Plan), which prior to the suspension of future accruals, effective December 31, 2012, covered all full-time and certain eligible part-time employees. Prior to December 31, 2012, for employees hired prior to January 1, 1998, monthly retirement benefits were calculated as 2% of each employee's average monthly compensation for the highest consecutive 36 months of compensation out of the last 120 months of employment multiplied by their years of service, offset by a percentage of their primary social security benefits. Prior to December 31, 2012, for employees hired on January 1, 1998 through September 30, 2002, monthly retirement benefits were calculated as 1% of each employee's average monthly compensation for the highest consecutive 36 months of compensation out of the last 120 months of employment multiplied by their years of service up to a maximum of 25 years. Additionally, for employees hired on January 1, 1998 through September 30, 2002 the sum of their calculated retirement benefit and primary social security benefit cannot exceed 75% of their average monthly compensation. Employees hired on or subsequent to October 1, 2002, receive a cash balance benefit equal to 2% of their annual compensation plus interest based on the 10-year treasury yield. Employees are vested 100% in the plan after five years of service. DU contributes such amounts as are necessary to maintain the plan as a qualified pension plan under the Employee Retirement Income Security Act of 1974, as amended.

During the year ended June 30, 2019, DU paid lump sum distributions of \$2,973,941 to retiring employees. As a result of this settlement, \$842,784 of settlement expenses were recognized in the current year within operational expenses.

DU also sponsors unfunded defined benefit healthcare and life insurance plans (the Postretirement Medical and Life Plans) that provide postretirement benefits to full-time employees who have worked at least 10 years for DU. To qualify for benefits under the health and life insurance plans, employees must have attained ages of at least 62 and 55, respectively, while in service with DU. In April 2009, DU amended the Postretirement Medical and Life Plans to eliminate life insurance benefits provided to retirees; to eliminate retiree health coverage for all current, former, and future employees of DU, except for participants over the age of 58 as of May 1, 2009, or certain senior level management positions held as of May 1, 2009; and to require that retirees pay a portion of the monthly premium cost.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

Information with respect to the plans was as follows at June 30:

	Pension		Postretirement medical and life	
	2019	2018	2019	2018
Change in benefit obligation:				
Benefit obligation at beginning of the year	\$ 52,872,570	57,319,876	505,862	645,340
Service cost	250,000	250,000	—	—
Interest cost	1,962,446	1,909,936	16,393	16,939
Actuarial (gain) loss	3,525,140	(881,694)	(73,978)	(132,629)
Benefits paid	(870,687)	(887,742)	(21,047)	(23,788)
Settlement	(2,973,941)	(4,547,725)	—	—
Actual expenses paid	(296,604)	(290,081)	—	—
Benefit obligation at end of the year	54,468,924	52,872,570	427,230	505,862
Change in plan assets:				
Plan assets at fair value at beginning of the year	48,738,092	48,504,151	—	—
Actual return on plan assets	4,094,162	3,959,489	—	—
Employer contributions	2,000,000	2,000,000	21,047	23,788
Benefits paid	(870,687)	(887,742)	(21,047)	(23,788)
Settlement	(2,973,941)	(4,547,725)	—	—
Actual expenses paid	(296,604)	(290,081)	—	—
Plan assets at fair value at end of the year	50,691,022	48,738,092	—	—
Funded status:				
Benefit obligation in excess of plan assets	\$ <u>(3,777,902)</u>	<u>(4,134,478)</u>	<u>(427,230)</u>	<u>(505,862)</u>

Assumptions used in the actuarial determination of the projected benefit obligation were as follows at June 30:

	Pension		Postretirement medical and life	
	2019	2018	2019	2018
Discount rate	3.13 %	3.88 %	2.88 %	3.75 %
Expected long-term rate of return on plan assets	7.00	7.50	—	—
Rate of compensation increase	—	—	—	—
Healthcare cost trend rate	—	—	7.50	8.00

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

The expected long-term rate of return on plan assets reflects DU's expectations of long-term average rates of return on funds invested to provide benefits included in the projected benefit obligation. In developing the expected long-term rate of return assumption, DU evaluated input from its third-party actuarial and investment firms and considered other factors, including inflation, interest rates, peer data, and historical returns.

The weighted average annual assumed rate of increase in the per capita cost of covered benefits (healthcare cost trend rate) is assumed to decrease gradually to 5.00% over ten years and remain level thereafter.

The Pension Plan's actual and target asset allocations were as follows:

	<u>Actual asset allocation</u>		<u>Target allocation</u>
	<u>June 30, 2019</u>	<u>June 30, 2018</u>	
Equities:			
Large-cap	26 %	27 %	20%-60%
Small and mid-cap	13	13	10%-30%
International	14	17	5%-20%
Real estate	3	3	0%-5%
Fixed income	34	28	15%-40%
Alternatives	8	5	0%-20%
Cash and cash equivalents	2	7	0%-10%
	<u>100 %</u>	<u>100 %</u>	

Included in the June 30, 2018 cash and cash equivalents shown above is a note receivable for a hedge fund redemption.

DU invests in a diversified portfolio of equity and fixed income securities designed to maximize returns while minimizing risk associated with return volatility. Risk tolerance is established through careful consideration of plan liabilities, plan funded status, and in consultation with both DU's investment consultant and Investment Sub-committee. Investment risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, annual liability measurements, and periodic asset/liability studies. In addition, the target asset allocation is periodically reviewed and adjusted by the Investment Sub-committee and approved by the Finance Committee as appropriate. DU may contribute to the plan; such contributions are allocated to the asset categories based on the target allocations over a period of time. Accordingly, the actual asset allocation may vary from the target allocation.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

The fair values of DU's pension plan assets at June 30, 2019 and 2018 by asset category are as follows:

	2019			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash and cash equivalents	\$ 1,123,964	—	—	1,123,964
Equities:				
Large-cap value	6,361,664	—	—	6,361,664
Large-cap growth	6,950,117	—	—	6,950,117
Small and mid-cap core	6,865,501	—	—	6,865,501
International	6,839,907	—	—	6,839,907
Real estate	1,402,588	—	—	1,402,588
Fixed income	<u>17,294,379</u>	<u>—</u>	<u>—</u>	<u>17,294,379</u>
	<u>\$ 46,838,120</u>	<u>—</u>	<u>—</u>	<u>46,838,120</u>
Investments valued under NAV:				
Private equity				392,186
Hedge funds				<u>3,460,716</u>
				<u>\$ 50,691,022</u>
	2018			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash and cash equivalents	\$ 1,033,503	—	—	1,033,503
Equities:				
Large-cap value	6,361,921	—	—	6,361,921
Large-cap growth	6,935,270	—	—	6,935,270
Small and mid-cap core	4,227,526	—	—	4,227,526
Small and mid-cap growth	2,013,767	—	—	2,013,767
International	8,126,998	—	—	8,126,998
Real estate	1,416,259	—	—	1,416,259
Fixed income	<u>13,554,056</u>	<u>—</u>	<u>—</u>	<u>13,554,056</u>
	<u>\$ 43,669,300</u>	<u>—</u>	<u>—</u>	<u>43,669,300</u>
Investments valued under NAV:				
Private equity				320,679
Hedge funds				<u>2,374,057</u>
				2,694,736
Note receivable for hedge fund redemption				<u>2,374,056</u>
				<u>\$ 48,738,092</u>

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

In accordance with FASB ASC Subtopic 820-10, certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the accompanying financial statements.

At June 30, 2019 and 2018, DU's pension plan was committed to fund additional amounts to private equity funds totaling approximately \$261,000 and \$302,000, respectively.

Net periodic pension and postretirement benefit cost, based on actuarial evaluations, comprised the following components for the years ended June 30:

	Pension		Postretirement medical and life	
	2019	2018	2019	2018
Service cost	\$ 250,000	250,000	—	—
Interest cost	1,962,446	1,909,936	16,393	16,939
Expected return on plan assets	(3,324,000)	(3,421,288)	—	—
Amortization of net actuarial loss (gain)	1,134,634	1,554,671	(72,787)	(31,463)
	<u>\$ 23,080</u>	<u>293,319</u>	<u>(56,394)</u>	<u>(14,524)</u>

At June 30, the items not yet recognized as a component of net periodic expense, but which have been recognized in the accompanying consolidated financial statements as a reduction to net assets, were as follows:

	Pension		Postretirement medical and life	
	2019	2018	2019	2018
Net actuarial loss (gain)	\$ 15,435,931	14,658,371	(299,980)	(298,789)

The June 30, 2019 balance of net actuarial loss/(gain) for the pension and the postretirement medical and life plans expected to be amortized in fiscal 2020 is approximately \$1,385,000 and \$(59,000), respectively.

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

Estimated future benefit payments, which have been adjusted to reflect the effect of future service costs, were as follows as of June 30, 2019:

	<u>Pension</u>	<u>Postretirement medical and life</u>
Year(s) ending June 30:		
2020	\$ 4,277,000	88,000
2021	3,724,000	62,000
2022	3,182,000	41,000
2023	3,151,000	31,000
2024	3,253,000	29,000
2025–2029	16,509,000	132,000

DU may contribute at its discretion to the Pension Plan or to the Postretirement Medical and Life Plans. During the fiscal year ended June 30, 2019, DU contributed \$2,000,000 to the Pension Plan and \$21,047 to the Postretirement Medical and Life Plans. For the fiscal year ended June 30, 2018, DU contributed \$2,000,000 to the Pension Plan and contributed \$23,788 to the Postretirement Medical and Life Plans.

Other Plans

On January 1, 2000, DU offered a defined contribution retirement plan (the 401(k) Plan) that covers all employees. Employer matching contributions to the 401(k) Plan were approximately \$1,692,000 and \$1,639,000 for the years ended June 30, 2019 and 2018, respectively. Enhanced benefits made to the 401(k) plan in conjunction with the pension plan freeze in 2013 were approximately \$2,091,000 and \$2,026,000 for the years ended June 30, 2019 and 2018, respectively.

In addition to the retirement plans discussed above, DU has entered into other nonqualified deferred compensation plans that provide for increased benefits for certain individuals. DU accrues the expense for these agreements over the estimated service period based on the net present value of future benefits. Discount rates were 3.13% and 3.88% as of June 30, 2019 and 2018, respectively.

The components of the pension and nonqualified deferred compensation accrual balance were as follows as of June 30, 2019 and 2018:

	<u>2019</u>	<u>2018</u>
Nonqualified deferred compensation	\$ 1,410,011	1,383,962
Unfunded pension plan liabilities	3,777,902	4,134,478
	<u>\$ 5,187,913</u>	<u>5,518,440</u>

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(13) Commitments and Contingencies

(a) Leases

DU leases office space under various operating leases. Rent expense for all operating leases was approximately \$1,250,000, and \$1,203,000 for the years ended June 30, 2019 and 2018, respectively.

Future minimum payments, by year and in the aggregate, under noncancelable operating leases with terms of one year or more at June 30, 2019, approximate:

Year ending June 30:		
2020	\$	985,000
2021		915,000
2022		740,000
2023		543,000
2024		341,000
Thereafter		674,000
	\$	4,198,000

The land upon which DU's headquarters building in Memphis, Tennessee is constructed is leased under a long-term agreement. Lease payments are \$1 per year and the agreement has a maturity date of August 14, 2021. DU has the right to extend this agreement for up to two additional 10-year terms.

(b) Litigation

DU is a party to certain litigation and claims in the normal course of conducting its business. Management believes, based in part on consultation with legal counsel, that the ultimate resolution of these matters will not have a material effect on the accompanying consolidated financial statements.

(14) Allocation of Joint Costs

DU conducted events that included conservation education and appeals for contributions that incurred joint costs of approximately \$22,191,000 and \$21,405,000 for the years ended June 30, 2019 and 2018, respectively, which were allocated as follows:

	2019	2018
Fund-raising	\$ 12,244,782	11,772,995
Conservation education	9,945,754	9,632,450
	\$ 22,190,536	21,405,445

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

(15) Nets Assets

The components of net assets were as follows at June 30:

	2019	2018
Net assets:		
Without donor restrictions:		
Board designated for revolving land	\$ 39,538,357	39,188,750
Board designated quasi endowment	29,615,987	28,936,261
Net invested in property, plant, and equipment	10,908,166	9,932,646
Undesignated	6,374,749	3,524,274
Total net assets without donor restrictions	86,437,259	81,581,931
With donor restrictions:		
Purpose restricted	78,991,674	71,822,969
Time restricted	38,779,712	42,287,219
Donor restricted endowments	45,979,918	43,538,754
Total net assets with donor restrictions	163,751,304	157,648,942
Total net assets	\$ 250,188,563	239,230,873

(16) Endowment Funds

DU's endowment consists of numerous individual donor gifts, which are grouped into funds based on the donor restriction and does not include any funds designated by the Board of Directors to function as endowments.

Based on the interpretation of UPMIFA by the Board of Directors of DU, and absent explicit donor stipulations to the contrary, DU classifies the original value of gifts donated to the donor restricted endowment, as well as accumulations to the permanent endowment made at the direction of the donor, as net assets with restrictions. The remaining portion of donor restricted endowment fund net earnings are also classified as net assets with donor restrictions until those amounts are appropriated for expenditure by DU's Board of Directors in a manner consistent with the standard of prudence prescribed by UPMIFA.

DU has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. DU's current policy is to appropriate for distribution each year 4% of its endowment funds' fair value as of the calendar year end preceding the fiscal year in which the distribution is planned. Accordingly, endowment assets are invested in a manner that is intended to produce long-term growth sufficient to fund current targeted spending appropriation levels and to maintain the purchasing power of the endowment while assuming a moderate level of investment risk.

To satisfy its long-term rate-of-return objectives for endowments, DU relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and

DUCKS UNLIMITED, INC. AND AFFILIATE

Notes to Consolidated Financial Statements

June 30, 2019 and 2018

current yield (interest and dividends). DU targets a diversified asset allocation that places emphasis on investments in equities (approximately 75% weighting) and bond strategies (approximately 25% weighting) to achieve its long-term return objectives within prudent risk constraints.

From time to time, the fair value of assets associated with an individual donor restricted endowment fund may fall below the fund's original value. Deficiencies of this nature are reported in net assets with donor restrictions. These deficiencies historically have resulted principally from unfavorable market fluctuations. Subsequent gains that restore the fair value of the assets of the endowment fund to the required level are classified as an increase in net assets with donor restrictions. There were no endowment funds with deficiencies as of June 30, 2019 or 2018.

Endowment net assets and changes therein as of and for the years ended June 30, 2019 and 2018 are as follows:

	Endowment contributions	Unappropriated investment earnings	Total
Endowment net assets, June 30, 2017	\$ 29,254,658	7,058,467	36,313,125
Investment return:			
Interest and dividends	—	656,033	656,033
Net appreciation	—	2,664,875	2,664,875
Contributions	5,368,757	—	5,368,757
Appropriation for expenditure	—	(1,464,036)	(1,464,036)
Endowment net assets, June 30, 2018	34,623,415	8,915,339	43,538,754
Investment return:			
Interest and dividends	—	730,212	730,212
Net appreciation	—	3,040,877	3,040,877
Contributions	438,391	—	438,391
Appropriation for expenditure	—	(1,768,316)	(1,768,316)
Endowment net assets, June 30, 2019	\$ 35,061,806	10,918,112	45,979,918

SUPPLEMENTARY INFORMATION



KPMG LLP
Triad Centre III
Suite 450
6070 Poplar Avenue
Memphis, TN 38119-3901

Independent Auditors' Report on Supplementary Information

The Board of Directors
Ducks Unlimited, Inc. and Affiliates:

We have audited the consolidated financial statements of Ducks Unlimited, Inc. and Affiliates as of and for the year ended June 30, 2019, and have issued our report thereon dated October 10, 2019 which contained an unmodified opinion on those consolidated financial statements. Our audit was performed for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating balance sheet, consolidating statement of support and revenues without donor restrictions and expenses, and schedule of donated conservation easements are presented for the purposes of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

KPMG LLP

Memphis, Tennessee
October 10, 2019

DUCKS UNLIMITED, INC. AND AFFILIATES

Consolidating Balance Sheet

June 30, 2019

Assets	Consolidated	Eliminations	Ducks Unlimited, Inc.	Wetlands America Trust, Inc.	Ducks Unlimited Lands, LLC
Cash and cash equivalents	\$ 27,831,121	—	25,199,469	2,628,756	2,896
Restricted cash and investments	35,104,585	—	27,793,762	7,310,823	—
Receivables:					
Events receivable, net	1,014,292	—	1,014,292	—	—
Pledges receivable, net	38,779,712	—	38,779,712	—	—
Habitat conservation and other receivables	26,138,517	—	26,138,517	—	—
Affiliate	—	(66,969,225)	66,969,225	—	—
Total receivables	65,932,521	(66,969,225)	132,901,746	—	—
Event merchandise inventory	4,266,462	—	4,266,462	—	—
Investments	75,753,451	—	12,401,275	63,352,176	—
Land held for conservation purposes	57,795,590	—	—	57,795,590	—
Land, buildings, and equipment, net	19,079,513	—	19,079,513	—	—
Other assets	20,186,916	—	6,879,209	13,307,707	—
Total assets	\$ 305,950,159	(66,969,225)	228,521,436	144,395,052	2,896
Liabilities and Net Assets					
Accounts payable and accrued expenses	\$ 20,637,594	—	20,637,594	—	—
Compensation and related accruals	8,195,514	—	8,195,514	—	—
Deferred revenue	11,345,737	—	11,095,929	249,808	—
Pension and deferred compensation accruals	5,187,913	—	5,187,913	—	—
Accrued postretirement benefits	427,230	—	427,230	—	—
Revolving land line of credit	8,385,000	—	—	8,385,000	—
Other liabilities	1,582,608	—	1,421,060	161,548	—
Due to affiliate	—	(66,969,225)	—	66,964,225	5,000
Total liabilities	55,761,596	(66,969,225)	46,965,240	75,760,581	5,000
Net assets:					
Without donor restrictions	86,437,259	—	33,728,023	52,711,340	(2,104)
With donor restrictions	163,751,304	—	147,828,173	15,923,131	—
Total net assets	250,188,563	—	181,556,196	68,634,471	(2,104)
Total liabilities and net assets	\$ 305,950,159	(66,969,225)	228,521,436	144,395,052	2,896

See accompanying independent auditors' report on supplementary information.

DUCKS UNLIMITED, INC. AND AFFILIATES

Consolidating Statement of Support and Revenues Without Donor Restrictions and Expenses

Year ended June 30, 2019

	<u>Consolidated</u>	<u>Eliminations and reclassifications</u>	<u>Ducks Unlimited, Inc.</u>	<u>Wetlands America Trust</u>	<u>Ducks Unlimited Lands, LLC</u>
Operational revenue:					
Philanthropic sources:					
Net proceeds from committee events	\$ 47,739,265	—	47,739,265	—	—
Direct response membership	12,210,010	—	12,210,010	—	—
Major gifts	40,085,402	—	39,328,005	757,397	—
Planned gift maturities	1,000,000	—	1,000,000	—	—
Royalties	2,276,713	—	2,276,713	—	—
Total philanthropic revenue	103,311,390	—	102,553,993	757,397	—
Other operational support and revenue:					
Federal and state habitat reimbursements	60,821,751	—	60,821,751	—	—
Nongovernmental partnerships	23,233,528	—	23,233,528	—	—
State grants	3,438,652	—	3,438,652	—	—
Donated conservation easements	31,656,126	—	—	31,656,126	—
Advertising revenue	2,582,907	—	2,582,907	—	—
Donated educational programming	6,177,741	—	6,177,741	—	—
Services contributed by affiliate	—	(629,355)	—	629,355	—
Appropriated endowment and quasi-endowment earnings	4,146,234	(278,076)	4,146,234	278,076	—
Other revenues	69,322	—	69,322	—	—
Total operational support and revenue	235,437,651	(907,431)	203,024,128	33,320,954	—
Operational expense:					
Program service expenses:					
Waterfowl conservation:					
U.S. habitat delivery	111,154,663	(3,345,060)	113,008,683	1,491,040	—
Conservation easements	31,656,126	—	—	31,656,126	—
Government relations	3,620,061	—	3,620,061	—	—
Ducks Unlimited Canada	12,101,750	—	12,101,750	—	—
Ducks Unlimited de Mexico	961,928	—	961,928	—	—
Conservation education:					
Magazine	4,089,983	—	4,089,983	—	—
Communications and conferences	7,413,282	—	7,413,282	—	—
Donated educational programming	6,177,741	—	6,177,741	—	—
Education delivery	9,945,754	—	9,945,754	—	—
Membership services	3,523,991	—	3,523,991	—	—
Total program service expenses	190,645,279	(3,345,060)	160,843,173	33,147,166	—
Fund-raising:					
Field operations	12,244,782	—	12,244,782	—	—
Direct response membership development	9,244,205	—	9,244,205	—	—
Major gift development and advertising	11,652,102	—	11,652,102	—	—
Total fund-raising expense	33,141,089	—	33,141,089	—	—
Administration	7,871,023	—	7,735,917	133,002	2,104
Services received from affiliate	—	(629,355)	—	629,355	—
Total operational expense	231,657,391	(3,974,415)	201,720,179	33,909,523	2,104
Operational surplus (losses)	3,780,260	3,066,984	1,303,949	(588,569)	(2,104)
Nonoperational:					
Revolving land contributions	1,430,000	—	—	1,430,000	—
Net losses on land sales	(1,080,393)	—	—	(1,080,393)	—
Other quasi-endowment contributions	1,156,703	—	1,156,703	—	—
Unappropriated quasi-endowment earnings	345,127	(3,066,984)	2,578,078	834,033	—
Nonoperating surplus (loss)	1,851,437	(3,066,984)	3,734,781	1,183,640	—
Excess (deficit) of support and revenues without donor restrictions over expenses	\$ 5,631,697	—	5,038,730	595,071	(2,104)

See accompanying independent auditors' report on supplementary information.

DUCKS UNLIMITED, INC. AND AFFILIATES

Schedule of Donated Conservation Easements

June 30, 2019

Property	Acres protected	Location	Estimated value at time of gift
Current year:			
Pon Pon Plantation, LLC	260	South Carolina	\$ 1,850,000
Le Chevalier, LLC	3,748	Louisiana	6,850,000
Marcello Da Pointe, LLC	556	Mississippi	1,224,000
Cane Island Club, LLC	375	South Carolina	18,800,000
Steamboat Island Farm (Phelan Trust)	307	Missouri	1,560,000
Bay Creek Farms, LLC	90	Michigan	89,000
Beaver Bay (Summit AG Fund II, LLP)	70	North Dakota	203,126
McArthur Swamp (Pacific Gas and Electric Co.)	3,168	California	1,080,000
	<u>8,574</u>		<u>31,656,126</u>
Prior years:			
Holly Bend Limited Partnership	126	Mississippi	105,000
Lori Durand	99	New York	11,000
Durand's East Edge Ranch	89	New York	14,000
Arcadia Plantation	374	South Carolina	5,512,000
Flyway Club	209	Missouri	1,225,000
Nagasaki Gun Club	247	Mississippi	500,000
The Honey Hole	85	Mississippi	2,076,000
BelAir, 2nd amendment	-	South Carolina	235,000
Special K Membership Company	1,690	Mississippi	3,350,000
Robinson Crusoe	1,233	Tennessee/Mississippi	6,800,000
Myrtle Grove-Marvin Tracts B & C	358	South Carolina	491,814
Sonnenberg	164	Nebraska	194,500
Sandy Bayou Farm	400	Mississippi	930,000
Shane Roth	298	Nebraska	221,500
Nemours-Greenpoint	1,856	South Carolina	2,172,750
Glover Plantation	2,027	South Carolina	1,630,672
Harmony Farm	500	Nebraska	928,000
Warhawk Land Company	527	Mississippi	1,230,000
True Luck	289	Missouri	1,360,000
True Luck 2	326	Missouri	1,550,000
Diamond Land Membership Company	2,108	Louisiana	4,500,000
Grayson	1,200	Texas	4,800,000
Myrtle Grove Plantation	1,715	South Carolina	2,385,732
Patriots Plantation	1,868	South Carolina	1,666,550
Reinhardt	71	Nebraska	9,000
Kastner Family Property	1,126	Mississippi	2,250,000
Summers II	292	Nebraska	445,000
Marianna Farms	1,919	Mississippi	2,400,000
Nemours-Neiuport Tract	1,178	South Carolina	948,884
Paradox Wildlife	1,430	Mississippi	861,900
Rivers Run, Amendment	172	Mississippi	810,000
Sanders Farm	418	South Carolina	297,978
Thorn tree Swamp	483	South Carolina	460,000
Sumners	702	Nebraska	760,000
Grandview II, LLC	48	Nebraska	20,000
Coca Cola Woods	1,042	Arkansas	4,850,000
Twin Rivers Farm, LLE	425	Missouri	1,979,200
366/Brasher	366	Arkansas	1,165,000
Severin Slough	245	Nebraska	186,000
Moore Ranch Amendment 2	35	Texas	33,720
Woods of Bayou Deview (Joel Kaye)	603	Arkansas	478,400

DUCKS UNLIMITED, INC. AND AFFILIATES

Schedule of Donated Conservation Easements

June 30, 2019

Property	Acres protected	Location	Estimated value at time of gift
Woods of Bayou Deview (Barry Properties LLC)	603	Arkansas	\$ 478,400
Double Dog Ranch	530	Nebraska	124,500
Wauford	72	Ohio	21,400
Cartensen	72	Ohio	36,400
Triple K Ranch	92	Nebraska	11,000
Wilson Farm	128	Colorado	2,300,000
Smith Doering	269	Nebraska	129,500
Smith Doering	269	Nebraska	129,500
Black River Preserve	1,472	South Carolina	701,320
Duck Factory, LLC	55	Nebraska	40,000
Foster	222	New York	67,350
Kosman Investments, LLC	460	Nebraska	555,000
Pheasant Land	242	Nebraska	207,000
Ranbay	862	Arkansas	800,000
The Bend	303	Missouri	1,164,000
Over and Under	397	Missouri	1,612,300
Rhodes Kinsey	1,042	South Carolina	1,191,680
Mallard Pointe	1,383	Arkansas	1,522,000
Chenoa Farm	478	Mississippi	1,077,000
Free State Plantation	933	Mississippi	533,000
North Conservation Farm	85	Washington	671,336
Willow Edge	133	Mississippi	139,500
Falling Run	84	North Carolina	250,000
Pringle Tract	478	South Carolina	450,000
Presidents Duck Club	83	Missouri	410,000
Golden Eagle Wildlife Preserve, Inc.	127	Illinois	390,000
Bulow Retreat	123	South Carolina	426,000
Lessard	36	Washington	1,000
Springer Meadows	121	Wyoming	12,320
Greentree Hunting Club	628	Arkansas	1,760,000
Mallard Farms	946	Arkansas	624,072
Eagle'sNest GC	198	Colorado	120,000
Tealbrook Farms Ag	189	California	10,000
Rosenau	317	Washington	18,000
O'Brien	95	Nebraska	74,700
River Edge Farm	965	Arkansas	1,588,550
Raney West	572	Mississippi	472,000
Savannah Oaks	700	Texas	100,000
Barnhill Farm	626	North Carolina	2,219,000
Ring Slough	442	Arkansas	868,000
Cronin Tract	75	Missouri	58,820
Seven Oaks Farm	56	Missouri	100,105
Herrod	889	Nebraska	115,000
Waccamaw River Tract	2,255	North Carolina	1,090,000
Baldwin	700	Missouri	3,263,000
The Limit Club	62	Missouri	250,190
Cypress Creek Preserve	919	Mississippi	1,425,000
Monument	541	Arkansas	2,488,900
Davis Island	6,090	Mississippi	8,500,000
Free State Plantation	933	Mississippi	533,000
Bayou DeView Farm and Hunt Club	241	Arkansas	500,000
Longfield Plantation	610	South Carolina	945,500
Pigweed Plantation	164	South Carolina	410,000
The Swamp	329	South Carolina	310,000

DUCKS UNLIMITED, INC. AND AFFILIATES
Schedule of Donated Conservation Easements
June 30, 2019

Property	Acres protected	Location	Estimated value at time of gift
North Island	5	Michigan	\$ 162,000
Schafer	413	Nebraska	380,000
Birdlands	2,135	Mississippi	2,621,000
Klotz Tract	427	Arkansas	521,875
Rothermich	19	Missouri	31,130
Westchester Plantation	455	Virginia	891,000
Schlenke	19	Missouri	32,645
DT Ranch II	1,189	Colorado	300,000
Kleager	427	Nebraska	490,000
Anderson	21	Missouri	32,305
Poor Boy	29	Missouri	56,002
Green Wing Farms	59	Missouri	184,000
Backwater Farms	32	Missouri	230,000
The Ford Tract	476	South Carolina	414,000
Dyer Moore	30	Texas	29,000
Rural Hall Plantation	178	South Carolina	536,000
Salt Marsh Plantation	206	South Carolina	495,000
Naples Plantation	721	Louisiana	406,000
Raccoon Ranch	1,200	Missouri	5,084,100
Decoy Inn, LLC	96	Missouri	246,000
Barnett/Stimpson	310	Tennessee	237,900
Quantico Creek	69	Virginia	920,000
Lawton-Boggy Tract	295	South Carolina	516,000
River House Plantation	427	South Carolina	811,000
The Bullet Hole	79	Arkansas	150,000
Pintail Farms	331	Missouri	774,000
Orchard Farm Hunting Club	171	Missouri	746,000
Carlson-Cunz	180	Minnesota	180,000
Kittle Property	445	Mississippi	634,000
Whistling Wings	784	Missouri	5,024,300
Peeples Place	443	South Carolina	540,460
Bird Point Farm	86	South Carolina	590,000
Hermitage Plantation	1,087	South Carolina	2,049,970
Anderson Property	364	Nebraska	546,500
Kauller-Kaith Tract	183	Minnesota	73,000
Como Tract	362	Mississippi	438,500
Middleton Place LLC	5,800	South Carolina	8,105,001
Crab Orchard Plantation	2,819	South Carolina	4,900,000
Main Pass LLC	13,952	Louisiana and Mississippi	14,728,500
Main Pass LLC	10,291	Louisiana	10,481,000
LLOG Exploration Company LLC	3,446	Mississippi	3,830,500
LLOG Exploration Offshore, Inc.	194	Mississippi	356,500
Thomas S. Lenort	39	Minnesota	196,808
Buyck's Bluff	722	South Carolina	5,152,600
Indian Properties (Haskell & Huchi Plantation)	110	South Carolina	212,000
Mingo Plantation IV	257	South Carolina	492,000
Toheda	247	Louisiana	404,700
Pintail Alley	1,600	Louisiana	480,000
Rowan Tract	717	Mississippi	1,056,934
Chris von Gontard Property	199	Texas	253,984
River Valley Ranch I	585	Colorado	1,826,200
Prairie Ridge Partners LLC	869	Nebraska	561,000
Alligator Bayou Properties LLC	819	Louisiana	748,000
The Baradhi Farm	157	Texas	60,000

DUCKS UNLIMITED, INC. AND AFFILIATES

Schedule of Donated Conservation Easements

June 30, 2019

Property	Acres protected	Location	Estimated value at time of gift
Waterfowl Habitat, LLC	85	Maryland	\$ 170,000
Drake Land Farms, LLC	866	Colorado	200,000
Bayou Haha	385	Louisiana	167,000
Diamond Lake and Land Co, LLC	1,295	Louisiana and Mississippi	2,401,660
Carey Boone Trace	1,257	Louisiana	588,000
Mount Pleasant Plantation	3,685	South Carolina	10,600,000
Tanglewood 2nd amendment	25	South Carolina	50,000
Wing Tips Plantation	1,009	South Carolina	1,134,000
Bayou Meto Farm's LLC	240	Arkansas	790,000
Bear Bayou, LLC	640	Arkansas	2,300,000
Davies/Shepard	128	Arkansas	217,000
The Brake	479	Arkansas	559,000
White Lake Waterfowl, LLC	225	Tennessee	495,000
Golden Eagle Ranch II	2,074	Colorado	520,000
The Pineland – First Amendment	222	South Carolina	440,000
Hunter's Paradise	70	Kentucky	420,500
Cedar Lane Farm, LLC	422	Mississippi	1,264,800
Cedar Lane Farm, LLC	405	Tennessee	1,215,200
Delta Duck & Game Club	450	Mississippi	222,948
Neal Hansen	1,448	Nebraska	1,014,000
Mingo Hunt Club III	488	South Carolina	712,800
Pigweed Plantation	869	South Carolina	1,443,000
Lusero Ranch	205	Colorado	337,500
Donahue Company, Inc.	371	Arkansas	500,000
Lester Ranch	476	Colorado	735,000
Cache Slough Timber Farms	274	Arkansas	681,000
Kaye Farms, LLC	675	Arkansas	902,344
Crenshaw Property	1,011	Mississippi	1,064,650
Pine, LLC	150	Missouri	216,000
Tanglewood First Amendment	34	South Carolina	81,000
Muddy Creek Farms	707	Tennessee	965,000
Barber Property	262	Texas	218,750
Batten-Boggy Tract	315	South Carolina	681,000
Young Farms (Todd Young)	116	Arkansas	211,760
Young Farms (Vern and Phyllis Young)	209	Arkansas	388,000
Highlands Plantation Hunting Club, LLC	1,300	Mississippi	1,581,000
Dardenne Realty Co.	559	Missouri	1,400,000
Big Cypress Duck Hole	552	Arkansas	805,000
Lake Hill Farm	225	New York	802,100
Arcadia Plantation	3,612	South Carolina	54,416,350
Cougar Bay First Amendment	79	South Carolina	160,000
Ivanhoe Plantation, Inc.	932	South Carolina	1,309,000
Holifield Farms	478	Arkansas	888,000
Pin Oak Club, LLC	720	Arkansas	1,090,000
Teal-Denmon Tract	460	Louisiana	138,000
Duty Ferry Farms, Inc.	1,384	Louisiana	689,000
The Teal Partnership	1,392	Louisiana	693,000
Horseshoe Hill, LP	216	Mississippi	312,000
Decoy Lakes First Amendment	131	North Carolina	432,500
Millbrook, LLC	1,176	South Carolina	4,258,800
Millbrook Hanahan (Grayson Hanahan)	137	South Carolina	320,400
Millbrook Hanahan (Grayson Hanahan)	539	South Carolina	794,221
Millbrook Hanahan (Roger Hanahan)	697	South Carolina	1,027,179
Esperanze Plantation	1,192	Louisiana	972,000

DUCKS UNLIMITED, INC. AND AFFILIATES

Schedule of Donated Conservation Easements

June 30, 2019

Property	Acres protected	Location	Estimated value at time of gift
Robinson Tract	190	Louisiana	\$ 638,000
Minasian Ranch	660	California	1,145,000
Roseland Plantation, LLC	3,412	Louisiana	2,772,126
Point Pleasant, LLC	1,180	Louisiana	960,872
Gumwood, LLC	660	Arkansas	198,000
Como Tract Amendment	400	Mississippi	409,000
Martin-Rimini Tract	148	South Carolina	260,000
Batten Black Swamp	2,031	South Carolina	3,818,000
Beaver Dam Tract First Amendment	26	South Carolina	181,000
Blackfish Farms, LLC	1,400	Arkansas	1,125,000
Cocoa Slough, LLC	842	Arkansas	725,000
Belleau Farm	1,550	Missouri	13,521,500
West Creek	99	Virginia	14,369,500
York Woods Amendment	1,204	Mississippi	1,265,000
Higel II Amendment	555	Colorado	518,925
Crowther	420	Colorado	491,500
Willis Wharf	125	Virginia	836,000
Twin Bayous	52	Arkansas	106,000
Deadwood Duck Club	160	Arkansas	400,000
Behring Ranch	810	California	975,000
Cross/Sheehy Ranch	316	Colorado	555,000
Little Bijou Ranch	440	Colorado	253,000
Davey Land	320	Colorado	131,200
Flink Property	52	Minnesota	65,200
Irby Woods	497	Mississippi	1,556,000
Old Rivers	295	Mississippi	286,450
Batten-Carswell	291	South Carolina	560,000
The Oaks Plantation	112	South Carolina	186,000
Uxbridge Plantation	232	South Carolina	1,999,000
Burke Farm	1,360	Texas	560,000
East Bernard	247	Texas	170,000
Matagorda	384	Texas	170,000
Barber-Long Beaverdam Creek	144	Texas	86,400
The Big Woods on the Trinity	2,363	Texas	1,198,000
Dover Plantation	821	South Carolina	30,800,000
Tanglewood	82	South Carolina	212,000
McNeil III	1,080	Colorado	1,475,000
Monteray Delta Plantation	127	Louisiana	4,205,000
Mary's Island	970	South Carolina	207,800
Cheeha-Combahee	12,524	South Carolina	2,742,200
Godfrey Tract	155	South Carolina	32,500
McMillian	20	South Carolina	20,000
Medway	7,225	South Carolina	4,435,500
Ashepoo-Fenwick	9,423	South Carolina	2,592,700
Hasty Point Plantation	762	South Carolina	443,900
Kinloch Plantation	5,801	South Carolina	2,685,000
Hartwell Farms	591	Georgia	438,400
Oak Grove Plantation	995	South Carolina	524,000
Salt Marsh Plantation	349	South Carolina	460,000
Musselboro Island	962	South Carolina	1,325,600
Clermont Plantation	435	South Carolina	477,500
Commander Island	385	South Carolina	259,800
Weymouth	187	South Carolina	480,000
Dunavant	12,160	Montana	3,610,000

DUCKS UNLIMITED, INC. AND AFFILIATES

Schedule of Donated Conservation Easements

June 30, 2019

Property	Acres protected	Location	Estimated value at time of gift
Kennedy-Trailsend Ranch	3,142	Montana	\$ 3,710,000
Nightingale Hall Plantation	617	South Carolina	406,481
Quail Hollow	1,850	Mississippi	1,360,000
Buford's Brake	732	Mississippi	630,000
Becks Bay	6,626	Mississippi	5,080,000
Bolder's Island	1,649	South Carolina	365,400
Easterly/Penn	2,175	Mississippi	545,000
Hartwell Farms II	58	Georgia	52,800
Hicks Farm	130	Georgia	106,100
Indian Hut Tree Farm	1,642	South Carolina	656,700
Raccoon Island	1,743	South Carolina	377,500
Roanoke Plantation	200	Alabama	216,000
Rosebank Plantation	260	South Carolina	410,000
Rural Hall	176	South Carolina	330,000
South Fenwick Island	322	South Carolina	303,000
Dead Buffalo Ranch	3,573	North Dakota	270,000
Crow Hill Plantation	274	South Carolina	365,600
Huspah Plantation	319	South Carolina	1,650,000
Lonely Hearts Hunt Club	133	South Carolina	160,000
Oak Forest Plantation	286	South Carolina	4,818,000
Springfield Plantation	250	South Carolina	263,100
Beaver Dam Tract	84	South Carolina	113,000
South Fenwick Island Amendment	6	South Carolina	5,800
Claypool Reservoir	1,355	Arkansas	1,082,500
Pon-Pon	3,249	South Carolina	-
Delhomme Reserve	2,253	Texas	-
Hill River Tract	424	South Carolina	827,200
Augusta Plantation	942	South Carolina	250,000
Ben Knott Tract	371	South Carolina	165,000
Pitts Tracts A-F	9,101	Louisiana	3,255,000
Pitts Hurricane Lake Tract	1,214	Louisiana	687,200
Exchange Plantation	690	South Carolina	930,000
Kennedy-Trailsend Amend 1-3	474	Montana	228,000
Prescott Plantation	317	South Carolina	123,100
North Pasture	380	South Carolina	313,500
Ward Lake	3,250	Mississippi	2,725,000
Old Dominion Plantation	718	South Carolina	870,000
Chicahominy	281	Virginia	563,000
Pinchback Plantation	1,890	Mississippi	330,000
Pintail Club	95	Washington	1,330,000
Maurene Plantation	2,653	South Carolina	1,895,000
Terry Pasture	500	South Carolina	1,032,000
Rose Hill Plantation	1,200	South Carolina	840,000
Wando Farms	558	South Carolina	2,150,000
Bear Island	151	South Carolina	39,200,000
Beaver Creek Crossing	821	Mississippi	1,110,000
Becks Bay Amendment	640	Mississippi	365,000
Bobo Brake	751	Mississippi	600,000
Walters Farm	551	Colorado	340,100
Rio Ranch	360	Colorado	415,000
Two Rivers	2,585	Arkansas	1,660,000
Big Black Farms	434	Mississippi	390,600
Kitterlin Creek	2,974	Louisiana	1,695,000
O'Connor	102	Virginia	491,500

DUCKS UNLIMITED, INC. AND AFFILIATES

Schedule of Donated Conservation Easements

June 30, 2019

Property	Acres protected	Location	Estimated value at time of gift
Redfish Point	73	Texas	\$ 44,000
Duck Lake	2,922	Mississippi	2,530,000
Lamps Woodard	354	North Carolina	218,000
Caduceus Farms	1,802	Louisiana	586,000
713 Club, LLC	1,272	Arkansas	1,815,000
Lea Farm	25	Oregon	25,800
Leshner Farm	29	Oregon	27,000
Ward Lake Amendment	1,177	Mississippi	625,000
River Property	89	Colorado	68,800
Beaver Creek Crossing Amendment	175	Mississippi	332,500
Corzine Ranch	2,488	Colorado	520,000
Generostee Creek	477	South Carolina	1,610,000
Caeli Farms, LLC	406	Virginia	1,555,000
Bear Island Hunt Club	505	South Carolina	350,000
Cheeha-Combahee Amendment	20	South Carolina	58,400
Wheeler Island 40	1,658	Arkansas	1,470,000
Dacus Lake Partners	1,953	Arkansas/TN	815,000
Danikow Tract	623	Tennessee	410,000
Mill Creek Property	950	South Carolina	3,206,500
Oaks Plantation	208	South Carolina	481,250
Muddy Waters LLC	3,159	Mississippi	3,350,000
Nightingale Hall Amendment	105	South Carolina	189,540
Tara Wildlife	4,688	Mississippi	4,200,000
Montana	1,234	California	172,000
David Young	142	Mississippi	238,050
Ellis Lake	1,813	Mississippi	1,167,400
Willtown Crossing Farms	220	South Carolina	300,000
Chaplin Farms	700	South Carolina	328,000
Dyer Moore	97	Texas	69,355
Stringfield Nursery	22	South Carolina	136,000
Kennedy B.C. – Tuplagum	2,653	Mississippi	1,500,000
Kennedy – York Woods	3,832	Mississippi	3,095,000
Kennedy-Trailsend 5th Amendment	544	Montana	779,000
Duncan Hunt Club	49	North Carolina	98,600
Black Oak Farm	310	Arkansas	260,000
Weymouth Plantation Amendment	212	South Carolina	432,000
Rainey Acres	240	South Carolina	254,400
Sewee Plantation	374	South Carolina	5,877,700
Kensington Plantation	344	South Carolina	2,590,000
David Martin	310	Mississippi	145,000
Clifton Farms	1,755	Mississippi	1,310,000
Mallard Creek Farms	250	North Carolina	209,000
Everett-Driver	140	Mississippi	65,000
Mudlake	2,145	Arkansas	2,135,000
Section 13 Farms	735	Arkansas	836,000
Dunavant – Lewiston	475	Montana	343,000
Deer Yard Farms	750	Illinois	1,558,500
Wildwood Acres	167	South Carolina	234,000
Dawhoo Plantation	716	South Carolina	1,971,200
Texas Plantation	785	North Carolina	1,232,500
Ritter-Black River	334	South Carolina	293,700
Malphrus Tract	929	South Carolina	1,162,500
Braxton Farms	212	Virginia	817,000
Harrison Ranch	884	Mississippi	400,000

DUCKS UNLIMITED, INC. AND AFFILIATES

Schedule of Donated Conservation Easements

June 30, 2019

Property	Acres protected	Location	Estimated value at time of gift
McNeil Ranch	520	Colorado	\$ 624,000
Decoy Lakes	331	North Carolina	720,000
Meadow Ranch	5,440	Colorado	723,520
Dixie Farms	2,100	Mississippi	787,000
Circle T	1,507	Arkansas	3,680,000
Nagasaki Gun Club	137	Mississippi	231,000
Getz Ranch	320	Colorado	240,000
Lester Ranch	783	Colorado	501,200
TPC Farm	1,213	Mississippi	1,905,000
Buzzard Corner	375	North Carolina	1,771,000
Pamlico Farms I	619	North Carolina	1,612,000
Willow Bend Plantation	670	South Carolina	4,306,000
Rice Hope Plantation	237	South Carolina	1,108,525
Marais Temp Clair Duck Club	635	Missouri	1,561,500
Ware Creek Preserve	1,039	Virginia	18,111,000
Texas Plantation II	668	North Carolina	1,224,000
Tibshrary Farm	311	South Carolina	257,500
Annandale Plantation	3,458	South Carolina	5,400,000
Gilmore Property	138	Arkansas	120,987
Heth Property	480	Arkansas	240,747
Bel Air Farms	45	South Carolina	482,000
Cache River Property	240	Arkansas	162,000
Golden Eagle Ranch	1,107	Colorado	1,045,000
Moreland Club	293	South Carolina	275,000
Mark Wheeler	65	Washington	190,000
Winea Plantation	348	South Carolina	900,000
Felician Land Co.	1,400	Mississippi	1,583,000
MacLean Tract	24	South Carolina	61,250
Bulow Land I	49	South Carolina	1,205,000
Bulow Land II	305	South Carolina	981,750
Blackfish Island	380	Arkansas	547,400
Mud Lake Bottoms	138	Arkansas	193,200
Running Bayou	1,036	Mississippi	837,200
Kase	101	New York	61,000
John Lindquist Property	170	Minnesota	548,520
Young Property	240	Mississippi	293,836
Willows Bend Amendment	604	South Carolina	5,846,600
DT Ranch	808	Colorado	610,000
Lohr Property	52	Missouri	109,000
Bobo Brake Amendment	548	Mississippi	490,000
Verser Farms	359	Arkansas	262,500
Pamilco Farms II	446	North Carolina	3,477,000
Seminole Plantation	350	South Carolina	618,500
Black Swamp Plantation	538	South Carolina	840,000
Cook's Mountain	1,200	South Carolina	5,496,000
Wurster Tract	490	Louisiana	220,500
Timmerman Property	320	Missouri	742,950
Old Rivers Farm	581	Mississippi	455,100
Cougar Bay/Notyacht	521	South Carolina	900,000
Getz Ranch Amendment	640	Colorado	452,500
Blue House Plantation	382	South Carolina	2,780,000
Bulow Plantation III	178	South Carolina	4,044,000
Springsteen Plantation	818	South Carolina	1,514,000
Ward Lake – McGehee	275	Mississippi	137,500

DUCKS UNLIMITED, INC. AND AFFILIATES

Schedule of Donated Conservation Easements

June 30, 2019

Property	Acres protected	Location	Estimated value at time of gift
Windfall Point	105	South Carolina	\$ 827,100
Pig Pen/Windsor Plantation	169	South Carolina	310,050
Poplar Grove	3,100	South Carolina	11,750,000
Mingo Plantation	593	South Carolina	534,000
Haralson Tract	669	Arkansas	1,116,600
Holified Farms	320	Arkansas	525,000
Bivens Bayou	648	Arkansas	907,200
McNeil II & III	230	Colorado	242,000
Jensen	159	Minnesota	208,463
Lester II	825	Colorado	536,250
Alligator Bayou	560	Arkansas	784,000
Higel Ranch	298	Colorado	238,400
Walters/Chadwell	304	Colorado	297,200
Spring Hope	348	South Carolina	450,000
Mingo Plantation II	398	South Carolina	450,000
The Bridge Farm	80	Colorado	97,000
Potato Hill	1,336	Mississippi	564,400
The Pineland	577	South Carolina	490,000
Bel-Air Farm, Wilson Tract	68	South Carolina	343,500
Birdeye Farm	180	Arkansas	218,000
Togo Farm	809	Arkansas	626,042
Mulberry Plantation, Inc.	3,174	South Carolina	3,018,697
Arundel Plantation Properties, LLC	1,138	South Carolina	4,220,000
Deed restrictions:			
Springfield Marsh	696	South Carolina	74,000
Hanahan	33	South Carolina	-
Management agreements:			
Mary's Island	3,740	South Carolina	-
Cosumnes-Crane Ranch (Fitzgerald)	368	California	-
Shane Roth	-	Nebraska	(88,725)
Benelli LLC	234	Missouri	310,000
The Fall River Resource Conservation District	4,491	California	1,960,000
Nemours Plantation Wildlife Foundation	1,336	South Carolina	1,400,154
Nemours Plantation Wildlife Foundation	1,143	South Carolina	979,047
James Todd Watkins and Margaret Kirkland Watkins	166	South Carolina	378,800
Elbow Slough, LLC	1,278	Arkansas	2,040,000
Diamond Point Land Company, LLC	934	Mississippi	2,241,000
Warhawk Land Company, LLC	757	Mississippi	1,818,000
Lusco and Lusco, LLC	876	Mississippi	2,102,000
Thomas J. Ward	25	Nebraska	17,500
B.G.B. Properties, LLC	200	Arkansas	176,000
Over & Under II, LLC	196	Missouri	790,000
Heritage Farms of Carlisle County, LLC	1,276	Kentucky	4,712,000
B.G.B. Properties, LLC	120	Arkansas	118,000
	<u>417,050</u>		<u>676,098,231</u>
	<u>425,624</u>		<u>\$ 707,754,357</u>

See accompanying independent auditors' report on supplementary information.