

Return of Organization Exempt From Income Tax

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning 07/01, 2012, and ending 06/30, 2013

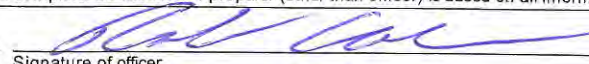
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WILDLIFE CONSERVATION SOCIETY		D Employer identification number 13-1740011
	Doing Business As		E Telephone number (718) 741-8211
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	2300 SOUTHERN BLVD City, town or post office, state, and ZIP code BRONX, NY 10460		G Gross receipts \$ 342,759,927.
F Name and address of principal officer: DR. CRISTIAN SAMPER PRES & CEO 2300 SOUTHERN BLVD BRONX, NY 10460			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.WCS.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 1895 M State of legal domicile: NY


Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE WILDLIFE CONSERVATION SOCIETY (WCS) SAVES WILDLIFE AND WILD PLACES WORLDWIDE THROUGH SCIENCE, CONSERVATION ACTION, EDUCATION, AND INSPIRING PEOPLE TO VALUE NATURE.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	38.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	37.
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	2,882.
	6 Total number of volunteers (estimate if necessary)	6	689.
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-944,491.
b Net unrelated business taxable income from Form 990-T, line 34	7b	-1,428,441.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 159,029,948.	Current Year 124,667,120.
	9 Program service revenue (Part VIII, line 2g)	51,157,154.	71,051,484.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,724,515.	4,090,271.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	10,131,037.	12,193,561.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	230,042,654.	212,002,436.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	10,399,484.	10,783,599.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	91,628,076.	97,253,287.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	393,931.	782,465.
	b Total fundraising expenses (Part IX, column (D), line 25)	9,519,936.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	110,830,881.	109,542,602.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	213,252,372.	218,361,953.
19 Revenue less expenses. Subtract line 18 from line 12	16,790,282.	-6,359,517.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 793,532,399.	End of Year 839,099,523.
	21 Total liabilities (Part X, line 26)	136,661,232.	158,889,784.
	22 Net assets or fund balances. Subtract line 21 from line 20.	656,871,167.	680,209,739.

Part II Signature Block

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

Sign Here	Signature of officer 	Date 7/18/14
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name Devin L. Duncan	Preparer's signature 	Date 7/21/14	Check <input type="checkbox"/> if self-employed PTIN P01249521
	Firm's name ▶ KPMG LLP		Firm's EIN ▶ 13-5565207	
	Firm's address ▶ 345 PARK AVENUE NEW YORK, NY 10154-0102		Phone no. 212-758-9700	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE WILDLIFE CONSERVATION SOCIETY (WCS) SAVES WILDLIFE AND WILD PLACES WORLDWIDE THROUGH SCIENCE, CONSERVATION ACTION, EDUCATION, AND INSPIRING PEOPLE TO VALUE NATURE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 82,424,025. including grants of \$ 10,264,509.) (Revenue \$ 26,767,266.)

GLOBAL CONSERVATION AND HEALTH PROGRAMS ARE FUNDED PRIMARILY BY RESTRICTED GIFTS, GRANTS AND CONTRACTS FROM PRIVATE INDIVIDUALS, FOUNDATIONS, FEDERAL AGENCIES AND OTHER SOURCES. IN FY 2013 WCS'S CONSERVATION PROGRAM WORKED ACROSS 5.9 MILLION SQUARE KILOMETERS (3.6 MILLION SQUARE MILES), BOTH LAND AND SEA, PROTECTING 40 PERCENT OF THE WORLD'S TERRESTRIAL BIODIVERSITY AND 55 PERCENT OF ITS MARINE BIODIVERSITY. ACCOMPLISHMENTS CONTINUED ON SCHEDULE O.

4b (Code:) (Expenses \$ 76,543,352. including grants of \$ 5,000.) (Revenue \$ 22,274,316.)

BRONX ZOO AND NEW YORK AQUARIUM: TOTAL ATTENDANCE AT ALL FIVE WCS FACILITIES WAS 3,983,888. AT THE BRONX ZOO ATTENDANCE TOTLLED 1,862,689 AND AT THE NEW YORK AQUARIUM ATTENDANCE TOTALED 462,414. ACCOMPLISHMENTS CONTINUED SCHEDULE O

4c (Code:) (Expenses \$ 21,504,019. including grants of \$ 5,701.) (Revenue \$ 12,318,753.)

CITY ZOOS: CENTRAL PARK/PROSPECT PARK AND QUEENS ZOOS; CENTRAL PARK ZOO (CPZ) ATTENDANCE 1,061,534; PROSPECT PARK ZOO (PPZ) ATTENDANCE 306,304; QUEENS ZOO ATTENDANCE 290,947. ACCOMPLISHMENTS CONTINUED ON SCHEDULE O

4d Other program services (Describe in Schedule O.) (Expenses \$ 603,512. including grants of \$ 508,389.) (Revenue \$ 9,691,149.)

4e Total program service expenses 181,074,908.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings, backup withholding, employee reporting, foreign accounts, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section A. Governing Body and Management

Table with 4 columns: Question, Yes, No. Rows include 1a (38), 1b (37), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 2
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ROBERT CALAMO 2300 SOUTHERN BLVD BRONX, NY 10460 7187418211

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WARD WOODS CHAIRMAN	5.00 0	X					0	0	0	
(2) EDITH MCBEAN DEP 10/16/12 VICE CHAIR	5.00 0	X					0	0	0	
(3) ANTONIA M. GRUMBACH VICE CHAIR & TRUSTEE	5.00 0	X					0	0	0	
(4) BRIAN J HEIDTKE TREASURER	5.00 0	X					0	0	0	
(5) ANDREW H TISCH SECRETARY	5.00 0	X					0	0	0	
(6) HON. MICHAEL R. BLOOMBERG EX OFFICIO TRUSTEE	.50 0	X					0	0	0	
(7) JOHN C LIU EX OFFICIO TRUSTEE	.50 0	X					0	0	0	
(8) CHRISTINE QUINN EX OFFICIO TRUSTEE	.50 0	X					0	0	0	
(9) VERONICA M. WHITE EX OFFICIO TRUSTEE	.50 0	X					0	0	0	
(10) DR KATE D LEVIN EX OFFICIO TRUSTEE	.50 0	X					0	0	0	
(11) RUBEN DIAZ JR EX OFFICIO TRUSTEE	.50 0	X					0	0	0	
(12) MARTY MARKOWITZ EX OFFICIO TRUSTEE	.50 0	X					0	0	0	
(13) ADRIAN BENAPE DEP 8/29/12 EX OFFICIO TRUSTEE	.50 0	X					0	0	0	
(14) FREDERICK W BEINECKE TRUSTEE	1.00 0	X					0	0	0	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) ELEANOR BRIGGS TRUSTEE	1.00 0	X					0	0	0	
16) GILBERT BUTLER DEP 10/16/12 TRUSTEE	1.00 0	X					0	0	0	
17) C DIANE CHRISTENSEN TRUSTEE	2.00 0	X					0	0	0	
18) JONATHAN L COHEN TRUSTEE	2.00 0	X					0	0	0	
19) KATHERINE L DOLAN TRUSTEE	2.00 0	X					0	0	0	
20) CHRISTOPHER J. ELLIMAN TRUSTEE	1.00 0	X					0	0	0	
21) THOMAS DAN FRIEDKIN TRUSTEE	1.00 0	X					0	0	0	
22) BRADLEY L GOLDBERG TRUSTEE	1.00 0	X					0	0	0	
23) PAUL A GOULD TRUSTEE	2.00 0	X					0	0	0	
24) JONATHAN D GREEN TRUSTEE	1.00 0	X					0	0	0	
25) JUDITH H HAMILTON TRUSTEE	2.00 0	X					0	0	0	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							5,321,804.	0	1,605,447.	
d Total (add lines 1b and 1c)							5,321,804.	0	1,605,447.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 138

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 36

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) JOHN N IRWIN III TRUSTEE	5.00 0	X					0	0	0	
(27) ROSINA M. BIERBAUM TRUSTEE	1.00 0	X					0	0	0	
(28) MRS. GORDON B. PATTEE TRUSTEE, VICE CHAIR	5.00 0	X					0	0	0	
(29) ANITA L KEEFFE TRUSTEE	1.00 0	X					0	0	0	
(30) AMBROSE K. MONELL TRUSTEE	2.00 0	X					0	0	0	
(31) RONALD J. ULRICH DEP 2/26/13 TRUSTEE	1.00 0	X					0	0	0	
(32) ALEJANDRO SANTO DOMINGO TRUSTEE	1.00 0	X					0	0	0	
(33) OGDEN PHIPPS II TRUSTEE	1.00 0	X					0	0	0	
(34) DAVID T SCHIFF TRUSTEE	1.00 0	X					0	0	0	
(35) WALTER SEDGWICK TRUSTEE	2.00 0	X					0	0	0	
(36) CAROLINE N SIDNAM TRUSTEE	2.00 0	X					0	0	0	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 138**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(37) ROSELINDE TORRES TRUSTEE	1.00 0	X					0	0	0	
(38) BARBARA HRBEK ZUCKER TRUSTEE	1.00 0	X					0	0	0	
(39) AUDREY CHOI TRUSTEE	1.00 0	X					0	0	0	
(40) GORDON E DYAL TRUSTEE	1.00 0	X					0	0	0	
(41) HAMILTON JAMES TRUSTEE	1.00 0	X					0	0	0	
(42) STEVEN E. SANDERSON DEP. 7/12 PRESIDENT CEO, SENIOR ADVISOR	40.00 0	X		X			817,950.	0	189,859.	
(43) CRISTIAN SAMPER EFF 8/1/12 PRESIDENT & CEO	40.00 0	X		X			325,793.	0	62,079.	
(44) JOHN F CALVELLI EVP PUBLIC AFFAIRS	40.00 .30			X			381,976.	0	133,340.	
(45) PATRICIA CALABRESE EVP & CPO	40.00 .30			X			372,672.	0	171,304.	
(46) JOHN G ROBINSON EVP CONSERVATION	40.00 .20			X			364,356.	0	192,750.	
(47) BERTINA CECCARELLI EVP GLOBAL RESOURCES	40.00 0			X			324,507.	0	118,813.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 138

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(48) ROBERT A MOSKOVITZ SVP BUSINESS	40.00 0			X				278,274.	0	79,406.
(49) ROBERT CALAMO VP & COMPROLLER	40.00 .30			X				238,967.	0	83,968.
(50) JAMES J BREHENY EVP, DIRECT ZOOS	40.00 0			X				281,680.	0	84,453.
(51) JOSHUA R GINSBERG SVP GLOBAL	40.00 1.00			X				196,594.	0	69,209.
(52) LAURA STOLZENTHALER VP BUDGET & FIN PLAN	40.00 0			X				195,132.	0	26,352.
(53) CHRISTOPHER J MCKENZIE SVP GENERAL COUNSEL	40.00 .50			X				300,038.	0	74,225.
(54) ROBERT COOK SPECIAL ADVISOR TO CEO	40.00 0					X		477,437.	0	131,515.
(55) HERMAN SMITH VP HUMAN RESOURCES	40.00 0					X		237,404.	0	65,680.
(56) MARY DIXON VP COMMUNICATIONS & PUBLIC AFF	40.00 0					X		195,730.	0	41,537.
(57) SEAN COVER DIRECTORY OF TREASURY	40.00 0					X		162,400.	0	46,211.
(58) SUSAN CHIN VP PLANNING & DESIGN	40.00 0					X		170,894.	0	34,746.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 138**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b	5,629,225.				
	c Fundraising events	1c	845,096.				
	d Related organizations	1d					
	e Government grants (contributions) . .	1e	56,564,098.				
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	61,628,701.				
	g Noncash contributions included in lines 1a-1f: \$		4,760,553.				
	h Total. Add lines 1a-1f		124,667,120.				
	Program Service Revenue	Business Code					
2a GATE, EXHIBIT ADMISSIONS		713990	32,152,684.	32,152,684.			
b FEES AND CONTRACTS FROM GOVER		541700	28,085,227.	28,085,227.			
c EDUCATION REVENUES		611710	2,206,284.	2,206,284.			
d COLLECTION DEACCESSIONS		900099	54,164.	54,164.			
e MEMBERSHIP DUES		900099	8,553,125.	8,553,125.			
g Total. Add lines 2a-2f			71,051,484.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,930,407.			1,930,407.	
	4 Income from investment of tax-exempt bond proceeds . . .		0				
	5 Royalties		19,153.			19,153.	
	6a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)		0				
	7a Gross amount from sales of assets other than inventory	(i) Securities	113,533,895.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	111,374,031.				
		c Gain or (loss)	2,159,864.				
	d Net gain or (loss)		2,159,864.		1,102,235.	1,057,629.	
	8a Gross income from fundraising events (not including \$ 845,096. of contributions reported on line 1c). See Part IV, line 18	a	1,524,054.				
		b Less: direct expenses	1,212,501.				
c Net income or (loss) from fundraising events			311,553.			311,553.	
9a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities		0				
10a Gross sales of inventory, less returns and allowances	a	25,400,117.					
	b Less: cost of goods sold	18,170,959.					
	c Net income or (loss) from sales of inventory		7,229,158.		-305,967.	7,535,125.	
Miscellaneous Revenue		Business Code					
11a MISCELLANEOUS REVENUES		611710	5,648,251.			5,648,251.	
	b SPONSORSHIPS	900099	726,205.			726,205.	
	c BROOKSIDE CPG	900099	2,441.		2,441.		
	d All other revenue	900099	-1,743,200.		-1,743,200.		
	e Total. Add lines 11a-11d		4,633,697.				
12 Total revenue. See instructions		212,002,436.	71,051,484.	-944,491.	17,228,323.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	5,502,196.	5,502,196.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	92,706.	92,706.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	5,188,697.	5,188,697.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	5,132,339.	1,798,201.	2,872,288.	461,850.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	78,755,820.	65,671,231.	8,897,872.	4,186,717.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	6,355,549.	4,759,763.	1,167,683.	428,103.
9 Other employee benefits	2,619,732.	2,030,272.	556,725.	32,735.
10 Payroll taxes	4,389,847.	3,372,894.	722,578.	294,375.
11 Fees for services (non-employees):				
a Management	0			
b Legal	369,400.	35,692.	333,708.	
c Accounting	447,352.	107,352.	340,000.	
d Lobbying	20,000.		20,000.	
e Professional fundraising services. See Part IV, line 17	782,465.			782,465.
f Investment management fees	2,829,399.		2,829,399.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	33,868,148.	31,839,335.	1,672,946.	355,867.
12 Advertising and promotion	2,311,578.	643,604.	1,522,902.	145,072.
13 Office expenses	14,961,517.	13,930,108.	269,993.	761,416.
14 Information technology	2,181,576.	1,428,199.	645,307.	108,070.
15 Royalties	0			
16 Occupancy	8,873,959.	8,811,469.	62,490.	
17 Travel	11,115,331.	10,496,601.	390,519.	228,211.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	1,442,644.	1,362,718.	45,221.	34,705.
20 Interest	3,112,775.		3,112,775.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	16,676,379.	14,558,853.	2,035,545.	81,981.
23 Insurance	2,723,323.	2,603,050.	120,273.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>FOOD AND FORAGE</u>	2,254,607.	2,254,607.		
b <u>REPAIRS AND MAINTENANCE</u>	2,375,953.	2,324,896.	51,057.	
c <u>COLLECTION ACCESSIONS</u>	363,450.	363,450.		
d <u>DIRECT MAIL & PRINTING</u>	1,596,717.			1,596,717.
e All other expenses	2,018,494.	1,899,014.	97,828.	21,652.
25 Total functional expenses. Add lines 1 through 24e	218,361,953.	181,074,908.	27,767,109.	9,519,936.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	20,523,051.	1	25,087,991.
	2 Savings and temporary cash investments	44,286,509.	2	30,358,831.
	3 Pledges and grants receivable, net	106,147,548.	3	98,483,984.
	4 Accounts receivable, net	2,607,182.	4	5,612,289.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	1,850,542.	8	2,166,037.
	9 Prepaid expenses and deferred charges	4,045,110.	9	4,311,173.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 440,952,545.		
	b Less: accumulated depreciation	10b 211,976,504.	230,566,569.	10c 228,976,041.
	11 Investments - publicly traded securities	29,135,009.	11	30,446,039.
	12 Investments - other securities. See Part IV, line 11	352,331,223.	12	390,190,202.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	2,039,656.	15	23,466,936.
16 Total assets. Add lines 1 through 15 (must equal line 34)	793,532,399.	16	839,099,523.	
Liabilities	17 Accounts payable and accrued expenses	31,193,886.	17	32,467,373.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	66,520,032.	20	92,446,641.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	38,947,314.	25	33,975,770.
	26 Total liabilities. Add lines 17 through 25	136,661,232.	26	158,889,784.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	280,640,646.	27	281,492,738.
	28 Temporarily restricted net assets	148,163,693.	28	170,758,687.
	29 Permanently restricted net assets	228,066,828.	29	227,958,314.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	656,871,167.	33	680,209,739.
	34 Total liabilities and net assets/fund balances	793,532,399.	34	839,099,523.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	212,002,436.
2	Total expenses (must equal Part IX, column (A), line 25)	2	218,361,953.
3	Revenue less expenses. Subtract line 2 from line 1	3	-6,359,517.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	656,871,167.
5	Net unrealized gains (losses) on investments	5	28,828,186.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	2,829,399.
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-1,959,496.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	680,209,739.

Part XII Financial Statements and Reporting

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

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
--	---

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

- a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		
- (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (85.37%); 15 Public support percentage from 2011 Schedule A, Part II, line 14 (85.52%); 16a 33 1/3% support test - 2012 (checked); 16b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; 17b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2012, 2011. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2012, 2011. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

19b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
MISCELLANEOUS REVENUE	1,145,058.	1,441,027.	1,318,658.	2,018,056.	5,648,251.	11,571,050.
SPONSORSHIP, LICENSING, ROYALT	1,675,086.	1,590,011.	1,363,245.	1,649,220.	726,205.	7,003,767.
SPECIAL EVENTS REVENUES - GROS	2,714,159.	1,395,738.	1,412,337.	1,662,528.	1,524,054.	8,708,816.
TOTALS	<u>5,534,303.</u>	<u>4,426,776.</u>	<u>4,094,240.</u>	<u>5,329,804.</u>	<u>7,898,510.</u>	<u>27,283,633.</u>

COPY

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

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

Name of organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours ▶ _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	56,117.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	168,352.													
c	Total lobbying expenditures (add lines 1a and 1b)	224,469.													
d	Other exempt purpose expenditures	215,308,087.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	215,532,556.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No													

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2 a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	897,539.	680,978.	470,395.	224,469.	2,273,381.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	224,385.	170,244.	117,599.	56,117.	568,345.

Schedule C (Form 990 or 990-EZ) 2012

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

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

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

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

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

Table with 2 columns: Question, Amount. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 2a Current year; 2b Carryover from last year; 2c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SEE PAGE 4

Part IV Supplemental Information (continued)

SCHEDULE C, PART I-A, LINE 1

GRASSROOTS LOBBYING WCS CONDUCTS SEVERAL CAMPAIGNS ON FEDERAL LEGISLATION REGARDING WILDLIFE CONSERVATION SOCIETY PRIORITIES, AND HAS AN ACTIVE PRESENCE ON THE WCS WEBSITE THAT REQUESTS INDIVIDUALS TO SEND EMAILS TO FEDERAL ELECTED OFFICIALS. IN ADDITION, THE WEBSITE WAS UTILIZED FOR GRASSROOTS OUTREACH ON THE CITY AND STATE LEVEL IN REGARDING FUNDING FOR ZOOS AND AQUARIUMS. DIRECT LOBBYING ON THE CITY, STATE AND FEDERAL LEVEL IS CONDUCTED IN REGARDS TO FUNDING FOR ZOOS AND GLOBAL CONSERVATION.

COPY

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990. See separate instructions.

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Employer identification number

13-1740011

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

Table with 2 columns: \$, \$, \$, \$. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2012

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

b If "Yes," explain the arrangement in Part XIII and complete the following table:

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

2a Did the organization include an amount on Form 990, Part X, line 21?

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

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

- a Board designated or quasi-endowment 33.8621%
b Permanent endowment 54.8517%
c Temporarily restricted endowment 11.2862%
The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
(ii) related organizations

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

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

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

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) MULTI ASSET CLASS	243,610,274.	FMV
(B) EQUITY/EQUITY FUNDS	83,823,731.	FMV
(C) ALTERNATIVE INVESTMENTS	38,659,760.	FMV
(D) NATURAL RESOURCES	8,107,538.	FMV
(E) SHORT TERM INVESTMENTS	15,988,899.	FMV
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	390,190,202.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) POST RETIREMENT BENEFIT OBLIGATION	29,989,573.
(3) ANNUITY LIABILITY	3,986,197.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	33,975,770.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

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

1	Total revenue, gains, and other support per audited financial statements		1	269,515,615.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	28,828,186.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	28,046,469.	
e	Add lines 2a through 2d		2e	56,874,655.
3	Subtract line 2e from line 1		3	212,640,960.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	-638,524.	
c	Add lines 4a and 4b		4c	-638,524.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	212,002,436.

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

1	Total expenses and losses per audited financial statements		1	245,531,781.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	30,359,424.	
e	Add lines 2a through 2d		2e	30,359,424.
3	Subtract line 2e from line 1		3	215,172,357.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	2,829,399.	
b	Other (Describe in Part XIII.)	4b	360,197.	
c	Add lines 4a and 4b		4c	3,189,596.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	218,361,953.

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

PART X - FIN 48 FOOTNOTE

WCS RECOGNIZES THE BENEFIT OF TAX POSITIONS WHEN IT IS MORE-LIKELY THAN-NOT THAT THE POSITION WILL BE SUSTAINABLE BASED ON THE MERITS OF THE POSITION.

PART XIV - SUPPLEMENTAL FINANCIAL INFORMATION

ENDOWMENT FUNDS ARE USED TO SUPPORT WCS PROGRAMS AND PROJECTS AS DESIGNATED BY THE DONORS IN FURTHERING THE OVERALL MISSION OF WCS.

SCHEDULE D PART XI LINE 2D

POST RETIREMENT RELATED EXPENSES	5,560,300
EFFECT OF BOND REFUNDING	(1,402,774)
RESTAURANT, MERCHANDISE	18,170,959
FOREIGN SUBSIDIARIES INCOME	5,378,489
COMACO INCOME	558,958
US SUBSIDIARIES INCOME	60,200
OTHER CHANGE	(279,663)
	<hr/>
	28,046,469

SCHEDULE D PART XI LINE 4B

CAPITAL GAIN FROM K-1	1,102,235
ORDINARY LOSS FROM K-1	(1,740,759)
	<hr/>
	(638,524)

Part XIII Supplemental Information (continued)

PART XII

SCHEDULE D PART XII LINE 2D

RESTAURANT, MERCHANDISE EXP	17,404,978
FOREIGN SUBSIDIARIES EXP	5,246,633
PLANT WRITE OFF	7,612,258
US SUBSIDIARIES EXP	95,555

30,359,424

SCHEDULE D, PART XII, LINE 4B

PARKING EXPENSE	360,197
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COPY

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.**
▶ **Attach to Form 990. ▶ See separate instructions.**

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Employer identification number

13-1740011

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

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	4.	67.	PROGRAM SERVICES	CONSERVATION PROGRAM	2,745,002.
(2) EAST ASIA AND THE PACIFIC	35.	362.	PROGRAM SERVICES	CONSERVATION PROGRAM	12,171,257.
(3) RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	GRANTS	13,774.
(4) RUSSIA/INDEPENDENT STATES	3.	23.	PROGRAM SERVICES	CONSERVATION PROGRAM	1,017,402.
(5) SOUTH AMERICA			PROGRAM SERVICES	GRANTS	1,294,473.
(6) SOUTH AMERICA	19.	192.	PROGRAM SERVICES	CONSERVATION PROGRAM	8,821,904.
(7) SOUTH ASIA			PROGRAM SERVICES	GRANTS	541,306.
(8) SOUTH ASIA	6.	42.	PROGRAM SERVICES	CONSERVATION PROGRAM	3,678,034.
(9) SUB-SAHARAN AFRICA	49.	407.	PROGRAM SERVICES	GRANTS	1,689,015.
(10) SUB-SAHARAN AFRICA			PROGRAM SERVICES	CONSERVATION PROGRAM	27,184,696.
(11) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	GRANTS	602,420.
(12) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	GRANTS	631,172.
(13) NORTH AMERICA			PROGRAM SERVICES	GRANTS	376,637.
(14) NORTH AMERICA	1.	3.	PROGRAM SERVICES	CONSERVATION PROGRAM	20,365,503.
(15) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		56,926,000.
(16) EUROPE			PROGRAM SERVICES	GRANTS	39,900.
(17) EUROPE	1.	2.	PROGRAM SERVICES	CONSERVATION PROGRAM	2,024,343.
3a Sub-total	118.	1,098.			140,122,838.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	118.	1,098.			140,122,838.

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

Schedule F (Form 990) 2012

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			CENT. AMERICA/CARIBBEAN	CONSERVATION	468,846.	CHECKS & WIR			
(2)			CENT. AMERICA/CARIBBEAN	CONSERVATION	26,268.	CHECKS & WIR			
(3)			EAST ASIA/PACIFIC	CONSERVATION	233,887.	CHECKS & WIR			
(4)			CENT. AMERICA/CARIBBEAN	CONSERVATION	16,563.	CHECKS & WIR			
(5)			CENT. AMERICA/CARIBBEAN	CONSERVATION	90,743.	CHECKS & WIR			
(6)			EAST ASIA/PACIFIC	CONSERVATION	43,258.	CHECKS & WIR			
(7)			EAST ASIA/PACIFIC	CONSERVATION	30,218.	CHECKS & WIR			
(8)			EAST ASIA/PACIFIC	CONSERVATION	97,098.	CHECKS & WIR			
(9)			EAST ASIA/PACIFIC	CONSERVATION	75,855.	CHECKS & WIR			
(10)			EAST ASIA/PACIFIC	CONSERVATION	55,000.	CHECKS & WIR			
(11)			EAST ASIA/PACIFIC	CONSERVATION	45,000.	CHECKS & WIR			
(12)			EAST ASIA/PACIFIC	CONSERVATION	25,688.	CHECKS & WIR			
(13)			EAST ASIA/PACIFIC	CONSERVATION	17,143.	CHECKS & WIR			
(14)			EUROPE/ICELAND/GREENLAND	CONSERVATION	20,000.	CHECKS & WIR			
(15)			EUROPE/ICELAND/GREENLAND	CONSERVATION	6,900.	CHECKS & WIR			
(16)			EUROPE/ICELAND/GREENLAND	CONSERVATION	13,000.	CHECKS & WIR			

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

3 Enter total number of other organizations or entities. ▶

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			NORTH AMERICA	CONSERVATION	376,637.	CHECKS & WIR			
(2)			RUSSIA/NEWLY IND. STATES	CONSERVATION	13,774.	CHECKS & WIR			
(3)			SUB-SAHARAN AFRICA	CONSERVATION	9,500.	CHECKS & WIR			
(4)			SOUTH AMERICA	CONSERVATION	38,042.	CHECKS & WIR			
(5)			SOUTH AMERICA	CONSERVATION	99,775.	CHECKS & WIR			
(6)			SOUTH AMERICA	CONSERVATION	15,545.	CHECKS & WIR			
(7)			SOUTH AMERICA	CONSERVATION	140,887.	CHECKS & WIR			
(8)			SOUTH AMERICA	CONSERVATION	63,867.	CHECKS & WIR			
(9)			SOUTH AMERICA	CONSERVATION	92,500.	CHECKS & WIR			
(10)			SOUTH AMERICA	CONSERVATION	20,000.	CHECKS & WIR			
(11)			SOUTH AMERICA	CONSERVATION	14,442.	CHECKS & WIR			
(12)			SOUTH AMERICA	CONSERVATION	23,222.	CHECKS & WIR			
(13)			SOUTH AMERICA	CONSERVATION	14,000.	CHECKS & WIR			
(14)			SOUTH AMERICA	CONSERVATION	93,000.	CHECKS & WIR			
(15)			SOUTH AMERICA	CONSERVATION	50,000.	CHECKS & WIR			
(16)			SOUTH AMERICA	CONSERVATION	99,155.	CHECKS & WIR			

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

3 Enter total number of other organizations or entities. ▶

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH AMERICA	CONSERVATION	33,154.	CHECKS & WIR			
(2)			SOUTH AMERICA	CONSERVATION	38,190.	CHECKS & WIR			
(3)			SOUTH AMERICA	CONSERVATION	442,493.	CHECKS & WIR			
(4)			SOUTH AMERICA	CONSERVATION	5,001.	CHECKS & WIR			
(5)			SOUTH ASIA	CONSERVATION	505,701.	CHECKS & WIR			
(6)			SOUTH ASIA	CONSERVATION	35,605.	CHECKS & WIR			
(7)			SUB-SAHARAN AFRICA	CONSERVATION	13,970.	CHECKS & WIR			
(8)			SUB-SAHARAN AFRICA	CONSERVATION	5,001.	CHECKS & WIR			
(9)			SUB-SAHARAN AFRICA	CONSERVATION	10,560.	CHECKS & WIR			
(10)			SUB-SAHARAN AFRICA	CONSERVATION	12,000.	CHECKS & WIR			
(11)			SUB-SAHARAN AFRICA	CONSERVATION	7,380.	CHECKS & WIR			
(12)			SUB-SAHARAN AFRICA	VARIOUS GRAN	456,238.	CHECKS & WIR			
(13)			SUB-SAHARAN AFRICA	CONSERVATION	10,778.	CHECKS & WIR			
(14)			SUB-SAHARAN AFRICA	CONSERVATION	12,491.	CHECKS & WIR			
(15)			SUB-SAHARAN AFRICA	CONSERVATION	16,665.	CHECKS & WIR			
(16)			SUB-SAHARAN AFRICA	CONSERVATION	5,001.	CHECKS & WIR			

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

3 Enter total number of other organizations or entities.

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	CONSERVATION	5,001.	CHECKS & WIR			
(2)			SUB-SAHARAN AFRICA	CONSERVATION	72,664.	CHECKS & WIR			
(3)			SUB-SAHARAN AFRICA	CONSERVATION	5,917.	CHECKS & WUR			
(4)			SUB-SAHARAN AFRICA	CONSERVATION	52,090.	CHECKS & WIR			
(5)			SUB-SAHARAN AFRICA	CONSERVATION	15,000.	CHECKS & WIR			
(6)			SUB-SAHARAN AFRICA	CONSERVATION	98,175.	CHECKS & WIR			
(7)			SUB-SAHARAN AFRICA	CONSERVATION	15,000.	CHECKS & WIR			
(8)			SUB-SAHARAN AFRICA	CONSERVATION	10,000.	CHECKS & WIR			
(9)			SUB-SAHARAN AFRICA	CONSERVATION	16,844.	CHECKS & WIR			
(10)			SUB-SAHARAN AFRICA	CONSERVATION	45,000.	CHECKS & WIR			
(11)			SUB-SAHARAN AFRICA	CONSERVATION	16,000.	XCHECKS & WIR			
(12)			SUB-SAHARAN AFRICA	CONSERVATION	74,799.	CHECKS & WIR			
(13)			SUB-SAHARAN AFRICA	CONSERVATION	12,000.	CHECKS & WIR			
(14)			SUB-SAHARAN AFRICA	CONSERVATION	10,704.	CHECKS & WIR			
(15)			SUB-SAHARAN AFRICA	CONSERVATION	6,542.	CHECKS & WIR			
(16)			SUB-SAHARAN AFRICA	CONSERVATION	225,000.	CHECKS & WIR			

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

3 Enter total number of other organizations or entities. ▶

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

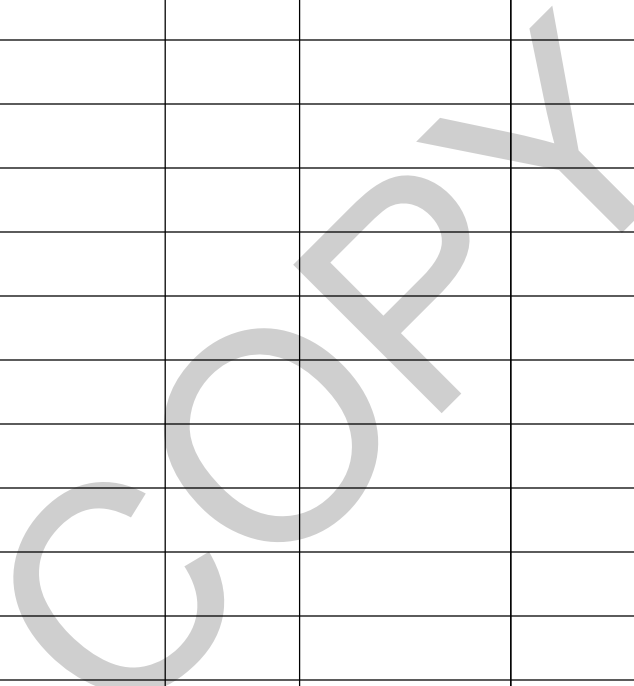
1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	CONSERVATION	7,546.	CHECKS & WIR			
(2)			SUB-SAHARAN AFRICA	CONSERVATION	15,260.	CHECKS & WIR			
(3)			SUB-SAHARAN AFRICA	CONSERVATION	9,300.	CHECKS & WIR			
(4)			SUB-SAHARAN AFRICA	CONSERVATION	189,440.	CHECKS & WIR			
(5)			SUB-SAHARAN AFRICA	CONSERVATION	42,149.	CHECKS & WIR			
(6)			SUB-SAHARAN AFRICA	CONSERVATION	55,000.	CHECKS & WIR			
(7)			SUB-SAHARAN AFRICA	CONSERVATION	110,000.	CHECKS & WIR			
(8)			SUB-SAHARAN AFRICA	CONSERVATION	20,000.	CHECKS & WIR			
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. 35.

3 Enter total number of other organizations or entities. 5.

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

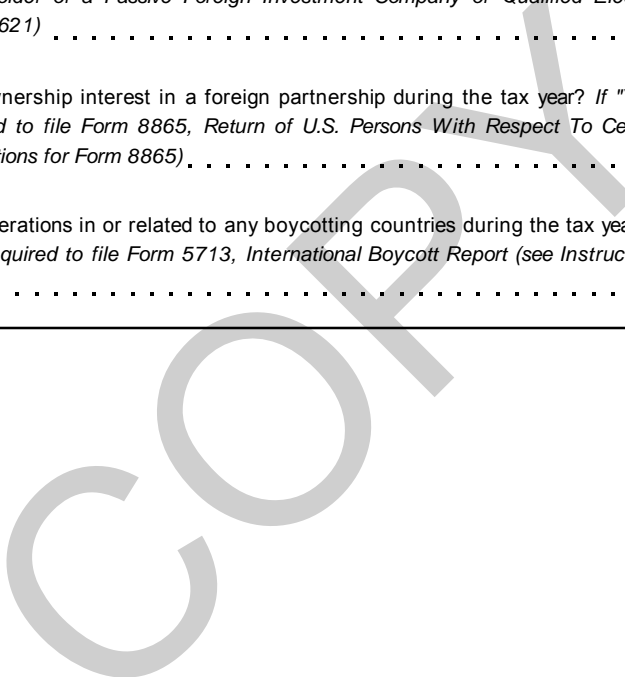
(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) CONSERVATION	SOUTH AMERICA	2.	11,200.	WIRE/CHECK			
(2) CONSERVATION	EAST ASIA/PACIFIC	1.	8,025.	WIRE/CHECK			
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							



Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Schedule F (Form 990) 2012

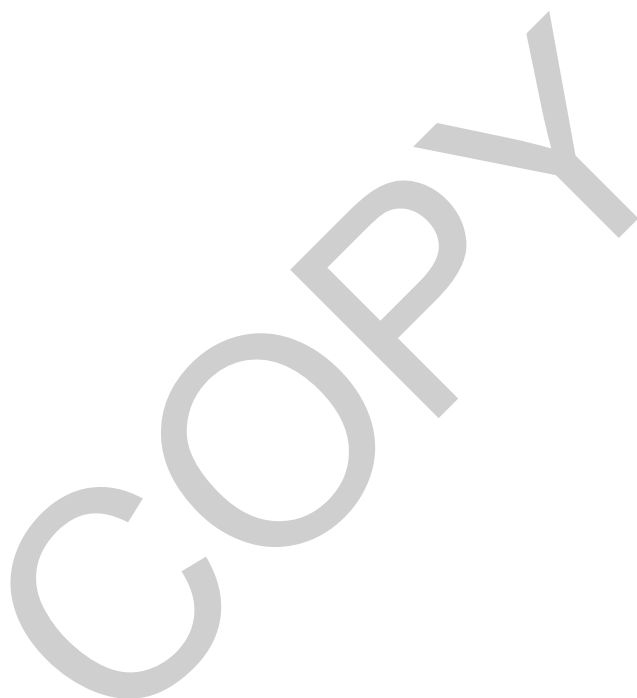


Part V Supplemental Information

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

PART I LINE 2 - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

GRANTEES ARE REQUIRED TO SUBMIT FINANCIAL AND PROGRAMMATIC REPORTS ON THE USE OF THE FUNDS BASED ON THE TERMS OF THE GRANT. IN ADDITION, SITE VISITS BY WCS STAFF TO REVIEW GRANTEE PROGRESS SUPPLEMENTS THOSE REPORTING REQUIREMENTS. WCS USES THE ACCRUAL METHOD OF ACCOUNTING.



SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization
WILDLIFE CONSERVATION SOCIETY

Employer identification number
13-1740011

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

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 MARY KILBOURN	STRATEGIC		X	162,890.		-162,890.
2 SCHULTZ & WILLIAMS	MEMBERSHIP	X		5,957,850.	267,307.	5,690,543.
3 THE EVENT SHOP	GALA	X		1,052,193.	87,237.	964,956.
4 EYEBALL ON THE FLOOR INC	STRATEGIC	X		256,792.		-256,792.
5 DCM INC	TELEMARKETI	X		267,820.	8,239.	259,581.
6						
7						
8						
9						
10						
Total				7,277,863.	782,465.	6,495,398.

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

ALL STATES

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		GALA (event type)	RUN FOR THE WI (event type)	2. (total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	1,221,228.	714,457.	433,465.	2,369,150.
	2 Less: Contributions	248,098.	483,368.	113,630.	845,096.
	3 Gross income (line 1 minus line 2)	973,130.	231,089.	319,835.	1,524,054.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	410,100.	143,454.	22,041.	575,595.
	7 Food and beverages	155,977.		94,342.	250,319.
	8 Entertainment				
	9 Other direct expenses	81,780.	259,304.	45,503.	386,587.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(1,212,501.)
	11 Net income summary. Combine line 3, column (d), and line 10				311,553.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

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

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

SCH G, PART I, LINE 2B, COL(III)

CUSTODY OF CONTROL ARRANGEMENT

MARY KILBOURN

FUNDS WERE SENT DIRECTLY TO WCS - SEA CHANGE CAMPAIGN

SCHULTZ & WILLIAMS

FUNDS WERE SENT DIRECTLY TO WCS - MEMBERSHIP CAMPAIGNS

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

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

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

THE EVENT SHOP

FUNDS WERE SENT DIRECTLY TO WCS - GALA

EYEBALL ON THE FLOOR INC.

FUNDS WERE SENT DIRECTLY TO WCS - STRATEGIC & MARKETING CONSULTING FOR

NYA

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

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

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

DCM INC.

FUNDS WERE SENT DIRECTLY TO WCS AS PART OF SEVERAL INITIATIVES &

TELEMARKETING

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Employer identification number

13-1740011

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	AMAZON CONSERVATION ASSOCIATION 1731 CONNECTICUT AVE NW	52-2211305	501(C)(3)	157,239.				COLLABORATION "TO PR
(2)	BRONX RIVER ALLIANCE 1 BRONX RIVER PARKWAY BRONX, NY 10462	75-3001587	501(C)(3)	37,500.				NOAA GRANT SUPPORT
(3)	BRONX RIVER ART CENTER 1087 E TREMONT BRONX, NY 10460	13-3261148	501(C)(3)	42,267.				NOAA GRANT SUPPORT
(4)	CHILDREN'S HOSPITAL, BOSTON 300 LONGWOOD AVE BOSTON, MA 02115	04-2774441	501(C)(3)	192,400.				COLLABORATION "PREDI
(5)	COLUMBIA UNIVERSITY 2910 BROADWAY NEW YORK CITY, NY 10025	13-5598093	501(C)(3)	33,070.				COLLABORATION ON BIO
(6)	CONSERVATION STRATEGY FUND 1160 G STREET ARCATA, CA 95521	94-3294843	501(C)(3)	72,564.				COLLABORATION TO MON
(7)	FOREST TRENDS 1050 POTOMAC STREET NW WASHINGTON, DC 20007	52-2135531	501(C)(3)	78,445.				COLLABORATION ON BIO
(8)	IDAHO DEPARTMENT OF FISH AND GAME 600 S. WALNUT STREET BROOKLINE, MA 02446	22-2473000	GOV - ID	12,877.				SUPPORT DEVELOPMENT
(9)	INTERNATIONAL SOCIETY FOR INFECTIO 1330 BEACON STREET BROOKLINE, MA 02446	22-2473000	501(C)(3)	96,200.				MONITORING COLLABORA
(10)	NATIONAL WILDLIFE FEDERATION 149 STATE STREET MONTPELIER, VT 05602	53-0204616	501(C)(3)	374,000.				SUPPORT "BEYOND PLAN
(11)	RELIEF INTERNATIONAL 1100 H STREET NW WASHINGTON, DC 20005	95-4300662	501(C)(3)	28,741.				SUPPORT "TRANSLINKS"
(12)	ROCKING THE BOAT INC 812 EDGEWATER ROAD BRONX, NY 10474	13-4177814	501(C)(3)	25,000.				NOAA GRANT SUPPORT

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Employer identification number

13-1740011

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	SUSTAINABLE SOUTH BRONX 890 GARRISON AVENUE BRONX, NY 10474	13-4177814	501(C)(3)	41,542.				NOAA GRANT SUPPORT
(2)	THE HUMANE SOCIETY OF US 2100 L. STREET NW WASHINGTON, DC 20037	53-0225390	501(C)(3)	5,500.				SUPPORT CONVENTION
(3)	THE NATURE CONSERVANCY 701 WEST OCEAN ACRES DRIVE	53-0242652	501(C)(3)	679,683.				SUPPORT "COASTAL AD
(4)	WORLD WILDLIFE FUND, USA 1250 24TH STREET NW WASHINGTON, DC 20090	52-1693387	501(C)(3)	811,202.				COLLABORATION ON VAR
(5)	YALE UNIVERSITY PO BOX 1873 NEW HAVEN, CT 06508	06-0646973	501(C)(3)	30,000.				COLLABORATION PREDIC
(6)	ADVANCED CONSERVATION STRATEGIES PO BOX 1201 MIDWAY, UT 84049	20-4002778	501(C)(3)	28,866.				CONSERVATION
(7)	AMERICAN RIVERS 1101 14TH ST NW WASHINGTON, DC 20005	23-7305963	501(C)(3)	17,128.				CONSERVATION
(8)	BRONX COUNCIL FOR ENVIRONMENTAL QUALITY INC CITY ISLAND CITY ISLAND, NY 10464	51-0142968	501(C)(3)	150,000.				CONSERVATION
(9)	COLORADO STATE UNIVERSITY FDN 2012 COLORADO STATE UNIVERSITY	23-7098397	501(C)(3)	37,740.				CONSERVATION
(10)	CONSERVE WILDLIFE FDN OF NJ 501 E. STATE ST TRENTON, NJ 08625	22-5130406	501(C)(3)	40,800.				CONSERVATION
(11)	FCD EDUCATIONAL SERVICES 398 WALNUT STREET NEWTON, MA 02460	04-2625052	501(C)(3)	12,283.				CONSERVATION
(12)	FRIENDS OF BROOK PARK PO BOX 801 SOUTH BRONX, NY 10454	04-3758932	501(C)(3)	212,080.				CONSERVATION

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Employer identification number

13-1740011

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	GREATER YELLOWSTONE COALITION 215 S WALLLACE BOZEMAN, MT 59715	81-0414042	501(C)(3)	41,360.				CONSERVATION
(2)	HARVARD COLLEGE 86 BRATTLE ST CAMBRIDGE, MA 02138	04-2103580	501(C)(3)	718,726.				CONSERVATION
(3)	INSTITUTE FOR ECOTOURISM PO BOX 44972 SEDONA, AZ 86336	76-0714342	501(C)(3)	13,995.				CONSERVATION
(4)	LOUISIANA DEPT OF WILDLIFE AND FISHERIES PO BOX 98000 BATON ROUGE, LA 79898	72-1314968	GOV - LA	31,200.				CONSERVATION
(5)	NATIONAL WILDLIFE REFUGE ASSN 1101 14TH ST NW WASHINGTON, DC 20015	23-7447365	501(C)(3)	137,600.				CONSERVATION
(6)	OREGON NATURAL DESERT ASSN 50 SW BOND ST BOND, OR 97702	94-3098621	501(C)(3)	39,090.				CONSERVATION
(7)	PACIFIC FOREST TRUST INC 1001A O'REILLY AVE SAN FRANCISCO, CA 94129	68-0292509	501(C)(3)	160,600.				CONSERVATION
(8)	PINCHOT INSTITUTE FOR CONSERVATION 1616P ST NW WASHINGTON, DC 20036	52-1935342	501(C)(3)	19,350.				CONSERVATION
(9)	PROJECT AWARE FOUNDATION 30151 TOMAS	33-0540475	501(C)(3)	75,000.				CONSERVATION
(10)	SEAWEB 8401 COLEVILLE RD SLIVER SPRING, MD 20910	52-2156577	501(C)(3)	20,000.				CONSERVATION
(11)	SKY ISLAND ALLIANCE PO BOX 41165 TUCSON, AZ 85717	86-0796748	501(C)(3)	73,631.				CONSERVATION
(12)	THE CONSERVATION FUND 1655 N FORT MYER DRIVE ARLINGTON, VA 22209	53-1388917	501(C)(3)	129,640.				CONSERVATION

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

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Employer identification number

13-1740011

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	THE OCEAN FOUNDATION 1990 M STREET NW WASHINGTON, DC 20036	71-0863908	501(C)(3)	73,800.				CONSERVATION
(2)	THE TRUST FOR PUBLIC LAND 101 MONTGOMERY ST SAN FRANCISCO, CA 94104	23-7222333	501(C)(3)	217,143.				CONSERVATION
(3)	TROUT UNLIMITED NATIONAL OFFICE 1300 N 17TH ST ARLINGTON, VA 22209	38-1612715	501(C)(3)	279,840.				CONSERVATION
(4)	UNIVERSITY OF VERMONT AND STATE 85 S PROSPECT ST BURLINGTON, VA 05405	03-0179440	501(C)(3)	144,594.				SUPPORT THE COMPLETI
(5)	WELLSPRING FOUNDATION INC 21 ARCH BRIDGE RD BETHLEHEM, CT 06751	06-1014227	501(C)(3)	15,000.				CONSERVATION
(6)	WESTERN RIVERS CONSERVANCY 71 SW OAK ST PORTLAND, OR 97204	93-1326405	501(C)(3)	30,000.				CONSERVATION
(7)	WILBURFORCE FOUNDATION 2034 NW 56 ST SEATTLE, WA 98107	94-3137894	501(C)(3)	8,500.				CONSERVATION
(8)	WILDAID INC 744 MONTGOMERY ST SAN FRANCISCO, CA 94111	20-3644441	501(C)(3)	26,000.				CONSERVATION
(9)	WILDLIFE MANAGEMENT INSTITUTE 1440 UPPER BERMUDIAN RD GARDNERS, PA 17324	52-1693387	501(C)(3)	30,000.				CONSERVATION
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 45.

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

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

Schedule I (Form 990) (2012)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 GRANT FUNDS FOR PENGUINS AT PUNTA TOMBO	1.	10,000.			
2 CONSERVATION BIOLOGY AND ACADEMIC EXCHANGES	1.	56,424.			
3 CONSERVATION	3.	26,282.			
4					
5					
6					
7					

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

PART I, LINE 2

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS
 FUNDS GRANTED TO OTHER ORGANIZATIONS AND INDIVIDUALS ARE MONITORED
 THROUGH FINANCIAL REIMBURSEMENT PROCEDURES. FUNDS ARE RELEASED BASED ON
 EXPENDITURE REPORTS SUBMITTED WHICH ARE REVIEWED BY THE FINANCE DIVISION'S
 GRANTS DEPARTMENT OF WILDLIFE CONSERVATION SOCIETY. REPORTS ARE REVIEWED
 AND CHECKED OVER FOR ACCURACY AND BUDGETARY COMPLIANCE BEFORE
 REIMBURSEMENTS ARE ISSUED. IN THE CASES WHERE THE ORGANIZATION HAS BEEN
 ADVANCED FUNDS FOR THE GRANT, EXPENSES REPORTS ARE REQUIRED ON A
 QUARTERLY BASIS AND ARE REVIEWED BEFORE FURTHER ADVANCES CAN BE ISSUED.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Employer identification number

13-1740011

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|---|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

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

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 STEVEN E. SANDERSON DEP PRESIDENT CEO, SENIOR ADVISOR	(i)	411,751.	255,000.	151,199.	177,496.	12,363.	1,007,809.	0
	(ii)	0	0	0	0	0	0	0
2 CRISTIAN SAMPER EFF 8/1 PRESIDENT & CEO	(i)	218,723.	0	107,070.	53,483.	8,596.	387,872.	0
	(ii)	0	0	0	0	0	0	0
3 JOHN F CALVELLI EVP PUBLIC AFFAIRS	(i)	337,326.	25,000.	19,650.	112,701.	20,639.	515,316.	0
	(ii)	0	0	0	0	0	0	0
4 PATRICIA CALABRESE EVP & CPO	(i)	369,968.	0	2,704.	149,816.	21,488.	543,976.	0
	(ii)	0	0	0	0	0	0	0
5 JOHN G ROBINSON EVP CONSERVATION	(i)	360,792.	0	3,564.	170,342.	22,408.	557,106.	0
	(ii)	0	0	0	0	0	0	0
6 BERTINA CECCARELLI EVP GLOBAL RESOURCES	(i)	323,999.	0	508.	92,775.	26,038.	443,320.	0
	(ii)	0	0	0	0	0	0	0
7 ROBERT A MOSKOVITZ SVP BUSINESS	(i)	269,235.	6,040.	2,999.	61,389.	18,017.	357,680.	0
	(ii)	0	0	0	0	0	0	0
8 ROBERT CALAMO VP & COMPROLLER	(i)	237,941.	0	1,026.	57,676.	26,292.	322,935.	0
	(ii)	0	0	0	0	0	0	0
9 JAMES J BREHENY EVP, DIRECT ZOOS	(i)	261,543.	0	20,137.	54,065.	30,388.	366,133.	0
	(ii)	0	0	0	0	0	0	0
10 JOSHUA R GINSBERG SVP GLOBAL	(i)	195,572.	0	1,022.	39,136.	30,073.	265,803.	0
	(ii)	0	0	0	0	0	0	0
11 LAURA STOLZENTHALER VP BUDGET & FIN PLAN	(i)	189,880.	5,000.	252.	25,763.	589.	221,484.	0
	(ii)	0	0	0	0	0	0	0
12 CHRISTOPHER J MCKENZIE SVP GENERAL COUNSEL	(i)	299,582.	0	456.	54,022.	20,203.	374,263.	0
	(ii)	0	0	0	0	0	0	0
13 ROBERT COOK SPECIAL ADVISOR TO CEO	(i)	463,794.	0	13,643.	109,146.	22,369.	608,952.	0
	(ii)	0	0	0	0	0	0	0
14 HERMAN SMITH VP HUMAN RESOURCES	(i)	236,426.	0	978.	55,596.	10,084.	303,084.	0
	(ii)	0	0	0	0	0	0	0
15 MARY DIXON VP COMMUNICATIONS & PUBLIC AFF	(i)	194,487.	0	1,243.	33,510.	8,027.	237,267.	0
	(ii)	0	0	0	0	0	0	0
16 SEAN COVER DIRECTOR OF TREASURY	(i)	162,191.	0	209.	26,174.	20,037.	208,611.	0
	(ii)	0	0	0	0	0	0	0

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SUSAN CHIN VP PLANNING & DESIGN	(i)	160,399.	10,000.	495.	24,992.	9,754.	205,640.	0
	(ii)	0	0	0	0	0	0	0
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A - FRINGE OR EXPENSE EXPLANATION

WCS COMPENSATION FOR OFFICERS AND KEY EMPLOYEES HAS THREE MAIN

COMPONENTS:

(1) CASH COMPENSATION IN THE FORM OF BASE SALARY AND, FOR SPECIFIC POSITIONS, TAXABLE CASH ALLOWANCES FOR CERTAIN BUSINESS EXPENSES IN LIEU OF REIMBURSEMENT (E.G., AUTOMOBILE ALLOWANCE) AND, IN CERTAIN CIRCUMSTANCES, TAXABLE TUITION ALLOWANCE, INCENTIVE COMPENSATION AND DISCRETIONARY PERFORMANCE BONUSES;

(2) NON-CASH TAXABLE AND NON-TAXABLE BENEFITS (E.G., HEALTH AND LIFE INSURANCE);

3) IN CERTAIN CIRCUMSTANCES, DEFERRED COMPENSATION.

THE FOLLOWING PROVIDES REQUIRED RESPONSES TO PART I LINES 1A, 4B, 6A AS WELL AS OTHER SUPPLEMENTAL INFORMATION ON BASE COMPENSATION (COLUMN BI):

AS REQUIRED BY FORM 990, BASE COMPENSATION INCLUDES EMPLOYEES' REGULAR, SICK AND VACATION PAY FOR THE CALENDAR YEAR ENDING DECEMBER 31, 2012 AS REPORTED ON THE EMPLOYEES' W-2 BOX 5. BASE COMPENSATION EXCLUDES PRE-TAX DEDUCTIONS FOR HEALTH INSURANCE PREMIUMS AND FLEXIBLE SPENDING ACCOUNT CONTRIBUTIONS; THESE PRE-TAX DEDUCTIONS ARE REPORTED AS PART OF COLUMN D AS REQUIRED BY FORM 990 INSTRUCTIONS.

Part III Supplemental Information

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

SUPPLEMENTAL INFORMATION ON OTHER REPORTABLE INCOME (COLUMN BIII) INCLUDING DISCLOSURE REQUIRED FOR PART I. LINE 1A ON HOUSING USE AND TAX INDEMNIFICATION: THE TOTALS IN COLUMN BIII INCLUDE THE FOLLOWING COMPONENTS OF TAXABLE INCOME REPORTED ON THE EMPLOYEE'S W-2 FOR 2012:

1) THE FAIR MARKET RENTAL VALUE OF HOUSING FOR STEVEN E. SANDERSON (RETIRED 7/1/12) TOTALING \$134,003 WHICH INCLUDES RELATED TAX PAYMENTS OF \$68,584.

2) FOR CURRENT PRESIDENT AND CEO CRISTIAN SAMPER (HIRED 8/1/12) THE FAIR MARKET VALUE OF HOUSING, TOTALING \$53,077. MR. SAMPER ALSO RECEIVED \$39,771 IN REIMBURSEMENTS FOR CHILDREN'S TUITION EXPENSE PURSUANT TO HIS EMPLOYMENT AGREEMENT.

ANY PAYMENTS FOR COMPENSATION UNDER MULTI-YEAR SUPPLEMENTAL NON-QUALIFIED COMPENSATION PLANS WHICH VESTED IN THE 2012 CALENDAR YEAR; THE VALUE OF TAXABLE GROUP LIFE PREMIUMS; AND ANY TUITION REIMBURSEMENT AND TAXABLE ALLOWANCES FOR AUTOMOBILE AND CELL PHONE USE PROVIDED TO CERTAIN OFFICERS AND KEY EMPLOYEE IS REPORTED ON SCHEDULE J, PART II. AUTOMOBILE AND CELL

Part III Supplemental Information

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

PHONE ALLOWANCE, IF PROVIDED, ARE MADE IN LIEU OF REIMBURSEMENT FOR THOSE BUSINESS EXPENSES. THE LARGEST COMPONENT OF OTHER REPORTABLE INCOME (COLUMN BIII) FOR DR. SANDERSON AND DR. SAMPER WAS THE RENTAL VALUE OF HOUSING (\$134,003 AND \$53,077 RESPECTIVELY). FOR 2012 CALENDAR YEAR, WCS COVERED THE RELATED TAX PAYMENTS FOR DR. SANDERSON TOTALING \$68,584. AS A CONDITION OF EMPLOYMENT AND FOR THE CONVENIENCE OF WCS, THE PRESIDENT AND CEO IS REQUIRED TO RESIDE IN A WCS-OWNED APARTMENT AT WHICH FUNDRAISING AND OTHER MEETINGS ARE HELD FOR WCS'S PURPOSE AND BENEFIT. THE APARTMENT IS CENTRALLY LOCATED TO FACILITATE TRAVEL TO ALL OF WCS'S NEW YORK CITY LOCATIONS. WCS TREATS THE RENTAL VALUE OF THE APARTMENT AS A TAXABLE BENEFIT.

THERE IS NO OTHER REPORTABLE INCOME FOR 2012.

SUPPLEMENTAL INFORMATION ON RETIREMENT AND OTHER DEFERRED COMPENSATION (COLUMN C), INCLUDING DISCLOSURE REQUIRED FOR PART I, LINE 4B ON NON-QUALIFIED RETIREMENT PLANS; COLUMN C HAS TWO COMPONENTS: THE ESTIMATED PRESENT VALUE OF ACCRUED QUALIFIED PENSION BENEFIT EARNED IN CALENDAR 2012, AND THE ESTIMATED ACCRUED VALUE OF THE SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLANS CURRENTLY IN FORCE BUT NOT YET VESTED.

Part III Supplemental Information

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

THESE NON-QUALIFIED PLANS ARE DESCRIBED AS FOLLOWS:

WCS HAS ESTABLISHED SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLANS TO PROVIDE RETIREMENT BENEFITS TO EXECUTIVES WHICH WOULD OTHERWISE BE LOST DUE TO STATUTORY LIMITATIONS AND FOR THE PURPOSE OF RETAINING TALENT. FOR RETENTION PURPOSES, THESE PLANS ARE PAYABLE ON VARIOUS PRE-DETERMINED VESTING DATES SET FOR EACH PARTICIPANT, TYPICALLY FIVE TO TEN YEARS FROM THE ESTABLISHMENT OF THE PLANS. PAYMENT IS SUBJECT TO THE ACHIEVEMENT OF CERTAIN SERVICE REQUIREMENTS PROVIDED THAT THE INDIVIDUAL IS EMPLOYED BY WCS THROUGH THE VESTING DATE OR IN CERTAIN OTHER LIMITED CIRCUMSTANCES. AS NOTED BELOW, SEVEN INDIVIDUALS PARTICIPATED IN THESE PLANS DURING THE REPORTING PERIOD, AND THE ESTIMATED ACCRUALS NOT YET VESTED ARE A COMPONENT OF DEFERRED COMPENSATION REPORTED IN COLUMN C FOR EACH: (NOTE THAT THESE ACCRUALS ARE REPORTED AGAIN BELOW IN THE DISCLOSURE FOR PART I, LINE 4.) FORMER PRESIDENT AND CEO STEVEN E. SANDERSON, RETIRED IN JULY 2012 IN ADVANCE OF HIS PLAN VESTING DATE AND FORFEITED HIS NON-QUALIFIED PLAN ACCRUALS EXPECTED IN PREVIOUS YEARS.

CRISTIAN SAMPER, PRESIDENT AND CEO \$21,724;

JOHN G. ROBINSON, EXECUTIVE VICE PRESIDENT FOR CONSERVATION AND SCIENCE

Part III Supplemental Information

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

\$70,455;

PATRICIA CALABRESE, EXECUTIVE VICE PRESIDENT FOR ADMINISTRATION AND CHIEF

FINANCIAL OFFICER \$54,658;

JOHN F. CALVELLI, EXECUTIVE VICE PRESIDENT FOR PUBLIC AFFAIRS \$55,153;

BERTINA CECCARELLI, EXECUTIVE VICE PRESIDENT FOR GLOBAL RESOURCES

\$42,692;

JAMES J. BREHENY, EXECUTIVE VICE PRESIDENT AND GENERAL DIRECTOR ZOOS AND

AQUARIUM AND DIRECTOR, BRONX ZOO \$5,044;

CHRISTOPHER J. MCKENZIE, SENIOR VICE PRESIDENT AND GENERAL COUNSEL

\$10,249.

SUPPLEMENTAL INFORMATION ON NON-TAXABLE BENEFITS (COLUMN D) AND

DISCLOSURE REQUIRED FOR PART I, LINE 1A: COLUMN D INCLUDES THE VALUE OF

QUALIFIED HEALTH, DENTAL AND LONG-TERM DISABILITY INSURANCE PROVIDED TO

WCS EMPLOYEES AND PRE-TAX EMPLOYEE CONTRIBUTIONS TO HEALTH INSURANCE

PREMIUMS AND FLEXIBLE SPENDING PLANS. FOR JAMES BREHENY, EXECUTIVE VICE

PRESIDENT AND GENERAL DIRECTOR ZOOS AND AQUARIUM AND DIRECTOR, BRONX ZOO,

COLUMN D \$22,000 FOR THE IMPUTED RENTAL VALUE OF HOUSING. AS A CONDITION

OF EMPLOYMENT AND FOR THE CONVENIENCE OF WCS, MR. BREHENY IS REQUIRED TO

Part III Supplemental Information

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

LIVE IN WCS HOUSING ON ZOO GROUNDS AND WCS TREATS THE VALUE OF SUCH HOUSING AS A NON-TAXABLE BENEFIT.

PART I, LINE 4 - SEVERANCE, NONQUALIFIED, AND EQUITY-BASED PAYMENTS

	SEVERANCE	NON-QUALIFIED	EQUITY-BASED
CRISTIAN SAMPER	0	21,724	0
JOHN G. ROBINSON	0	70,455	0
PATRICIA CALABRESE	0	54,568	0
JOHN F. CALVELLI	0	55,153	0
BERTINA CECCARELLI	0	42,692	0
JAMES J. BREHENY	0	5,044	0
CHRISTOPHER J. MCKENZIE	0	10,249	0

PART I, LINE 6A

COMPENSATION CONTINGENT UPON NET EARNINGS OF ORGANIZATION

DISCLOSURE REQUIRED FOR PART I, LINE 6A REGARDING CONTINGENT COMPENSATION

(COLUMN BII); THIS COLUMN REPORTS \$6,040 INCENTIVE PAYMENT TO ROBERT

MOSKOVITZ, SENIOR VICE PRESIDENT FOR BUSINESS SERVICES, FOR THE FISCAL

Part III Supplemental Information

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

YEAR ENDING JUNE 30, 2012. AS A CONDITION OF HIS EMPLOYMENT, MR.

MOSKOVITZ RECEIVES A PORTION OF HIS COMPENSATION AS A VARIABLE INCENTIVE

PAYMENT DETERMINED BY A FORMULA BASED ON NET INCOME RESULTS OF CERTAIN

AUXILIARY SERVICES DEPARTMENTS IN HIS DIVISION DURING THE FISCAL YEAR.

THE REPORTED \$6,040 PAYMENT WAS MADE FOR THE FISCAL YEAR ENDING JUNE 30,

2012 AND WAS REPORTED AS TAXABLE INCOME ON MR. MOSKOVITZ'S 2012 W-2.

PART I, LINE 7 - NON-FIXED PAYMENTS PROVIDED

THREE EXECUTIVES AND A VICE PRESIDENT RECEIVED NON-FIXED PAYMENTS IN

2012, STEVEN E. SANDERSON, PRESIDENT AND CEO (NOW RETIRED), RECEIVED

\$255,000, JOHN F. CALVELLI, EXECUTIVE VICE PRESIDENT FOR PUBLIC AFFAIRS,

RECEIVED \$25,000, LAURA STOLZENTHALER, VICE PRESIDENT FOR BUDGET AND

FINANCIAL PLANNING RECEIVED \$5,000 AND SUSAN CHIN, VICE PRESIDENT OF

PLANNING AND DESIGN RECEIVED \$10,000. THESE PAYMENTS WERE ONE-TIME

DISCRETIONARY BONUSES IN RECOGNITION OF EXTRAORDINARY ACCOMPLISHMENTS

DURING THE PRIOR YEAR. THESE PAYMENTS WERE REPORTED AS TAXABLE INCOME ON

THE EMPLOYEES' 2012 W-2.

**SCHEDULE K
(Form 990)**

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2012

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury
Internal Revenue Service

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Employer identification number

13-1740011

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A TRUST FOR CULTURAL RESOURCES OF THE CITY OF NY	91-1882413	649717S82	03/12/2013	92,906,479.	REFUNDING & CAPITAL IMPROVEMENTS	X			X		X
B											
C											
D											

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired				
2 Amount of bonds legally defeased	58,715,000.			
3 Total proceeds of issue	92,446,641.			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds	2,816,541.			
6 Proceeds in refunding escrows	68,558,338.			
7 Issuance costs from proceeds	1,466,867.			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds	1,471,905.			
10 Capital expenditures from proceeds				
11 Other spent proceeds	18,610,844.			
12 Other unspent proceeds				
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X		
15 Were the bonds issued as part of an advance refunding issue?	X			
16 Has the final allocation of proceeds been made?		X		
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

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

Schedule K (Form 990) 2012

Part III Private Business Use (Continued)

TAX EXEMPT BONDS

Table with 9 rows and 8 columns (A-D, Yes/No). Contains questions about management contracts, research agreements, and bond issue details. Includes a large 'COPY' watermark.

Part IV Arbitrage

Table with 10 rows and 8 columns (A-D, Yes/No). Contains questions about Form 8038-T, rebates, and qualified hedges.

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?	X							
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

Multiple horizontal lines for supplemental information, with a large 'COPY' watermark overlaid diagonally.

Part VI **Supplemental Information.** Complete this part to provide additional information for responses to questions on Schedule K (see instructions) (Continued)

SCHEDULE K - ADDITIONAL INFORMATION

PART 1 A (F)

THE PROCEEDS OF THE SERIES 2013A BONDS WERE OR WILL BE USED TO (A)
FINANCE OR REIMBURSE A PORTION OF THE COSTS OF THE CONSTRUCTION,
IMPROVEMENT, FURNISHING AND EQUIPPING OF FACILITIES OF WCS LOCATED AT THE
BRONX ZOO

(B) PAY CAPITALIZED INTEREST ON A PORTION OF THE SERIES 2013A BONDS, (C)
REFUND AND DEFEASE ALL OF THE SERIES 2004 BONDS (ISSUED MARCH 11, 2004),
AND (D) PAY CERTAIN COSTS AND EXPENSES INCIDENTAL TO THE ISSUANCE OF THE
SERIES 2013A BONDS AND RELATED PURPOSES.

PART II (3)

THE DIFFERENCE BETWEEN ISSUE PRICE \$92,906,479 (PART I) AND TOTAL
PROCEEDS OF ISSUANCE \$92,446,641 (PART II LINE 3) IS DUE TO THE
AMORTIZATION OF THE BOND PREMIUM AMOUNTING TO \$459,838.

PART II (13)

THE BOND FINANCED PROJECT IS EXPECTED TO REAH SUBSTANTIAL COMPLETION IN
2016.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization
WILDLIFE CONSERVATION SOCIETY

Employer identification number
13-1740011

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	69 .	4,760,553 .	MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2012)

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

PART 1 COLUMN B

THE NUMBER IN COLUMN B REPRESENTS THE NUMBER OF CONTRIBUTIONS.

COPY

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

13-1740011

FORM 990 PART I LINE 1 - MISSION STATEMENT CONTINUED

WILDLIFE CONSERVATION SOCIETY SERVES WILDLIFE AND WILD PLACES WORLDWIDE THROUGH SCIENCE, CONSERVATION ACTION, EDUCATION, AND INSPIRING PEOPLE TO VALUE NATURE.

FORM 990, PART I, LINE 6 - VOLUNTEERS

WILDLIFE CONSERVATION SOCIETY HAS VOLUNTEERS IN ALL OF OUR NYC PARK FACILITIES. THESE INDIVIDUALS ASSIST IN OUR EDUCATION EFFORTS AS DOCENTS, OR MAY BE INSIDE AN EXHIBIT WITH A RARE ANIMAL OR ARTIFACT. THEY PROVIDE INFORMATION ON WCS'S ANIMAL COLLECTION TO OUR VISITORS. OUR FOZ (FRIENDS OF THE ZOO) VOLUNTEERS DONATE THEIR TIME FOR A TWO YEAR PERIOD WHILE THEY LEARN ABOUT OUR ZOOS AND AQUARIUM, OUR GLOBAL PROGRAMS, ANIMAL HABITATS, AND EDUCATIONAL PROGRAMS. THEY ARE TRAINED BY WCS STAFF AND ARE ENCOURAGED TO ATTEND EDUCATIONAL CLASSES. VOLUNTEERS MAY ALSO BE INTERNS STUDYING VETERINARY SCIENCE, EXHIBIT GRAPHICS AND DESIGN OR OTHER SPECIALTIES, USUALLY EARNING SCHOOL CREDIT OR SERVICE HOURS FOR THE TIME THEY ARE AT OUR FACILITIES. OUR NEW YORK AQUARIUM HAS VOLUNTEER DIVERS WHO ASSIST US IN MAINTAINING THE WATER QUALITY OF OUR EXHIBIT TANKS. THEY ARE EXPERIENCED DIVERS, WHO ACCUMULATE DIVE HOURS TOWARDS MAINTAINING THEIR DIVING CERTIFICATION. THE NUMBER OF VOLUNTEERS AT EACH FACILITY IS AS FOLLOWS: BRONX ZOO 165, NY AQUARIUM 205, CENTRAL PARK ZOO 134, PROSPECT PARK ZOO 135, AND QUEENS ZOO 50.

FORM 990, PART III, LINE 4A - FIRST ACCOMPLISHMENT CONTINUED

HERE IS A SAMPLE OF ACHIEVEMENTS THIS YEAR:

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
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1. WCS DEVELOPED A NEW PARTNERSHIP WITH OTHER CONSERVATION GROUPS TO SAVE AFRICAN FOREST ELEPHANTS ANNOUNCED AT THE CLINTON GLOBAL INITIATIVE. THIS IS A THREE-PRONGED STRATEGY TO TACKLE THE CRISIS: STOP THE KILLING, STOP THE TRAFFICKING AND STOP THE DEMAND. OVER THE NEXT THREE YEARS, FUNDS RAISED WILL BE USED TO DETER POACHING AND TRAFFICKING.

2. WCS'S CHINA PROGRAM CAPTURED ITS FIRST CAMERA TRAP IMAGES INDICATING THAT THE CRITICALLY ENDANGERED AMUR LEOPARD - THE RAREST OF ALL BIG CATS IN THE WILD - IS BREEDING IN CHINA.

3. A TEAM OF RESEARCHERS FROM WCS, THE AMERICAN MUSEUM OF NATURAL HISTORY, AND OTHER INSTITUTIONS IDENTIFIED A PREVIOUSLY UNKNOWN SPECIES OF HUMPBACK DOLPHIN IN THE WATERS OFF NORTHERN AUSTRALIA.

4. A TEAM OF SCIENTISTS LED BY WCS AND THE NATIONAL UNIVERSITY OF SINGAPORE REVEALED FOR THE FIRST TIME THE PRESENCE OF THE PATHOGENIC CHYTRID FUNGUS IN AMPHIBIANS SAMPLED IN SINGAPORE.

5. WCS AND PANTHERA RELEASED CAMERA TRAP FOOTAGE FROM UGANDA'S KIBALE NATIONAL PARK SHOWING A RARELY SEEN AFRICAN GOLDEN CAT.

6. WCS AND FIVE OTHER CONSERVATION ORGANIZATIONS DEVELOPED A FREE, OPEN-SOURCE SPATIAL MONITORING AND REPORTING TOOL - SMART - TO HELP PARK RANGERS CURB THE ILLEGAL TRADE OF WILDLIFE IN PARKS AROUND THE WORLD.

7. WCS AND PARTNERS INVENTORIED ALL TWENTY SEVEN PRIMATE SPECIES IN TANZANIA TO CREATE A ROADMAP FOR CONSERVATION IN THE MOST PRIMATE-DIVERSE COUNTRY IN MAINLAND AFRICA.

FORM 990, PART III, LINE 4B - SECOND ACCOMPLISHMENT CONTINUED

HERE IS A SAMPLE OF ACHIEVEMENTS AT THE BRONX ZOO:

1. FIVE CHINESE YELLOW-HEADED BOX TURTLES (CUORA AUROCAPITATA) RECENTLY

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
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HATCHED AND ARE THRIVING IN THE REPTILE HOUSE NURSERY AT WCS'S BRONX ZOO. THE HATCHINGS ARE AN EARLY SIGN OF SUCCESS IN A LARGER STRATEGY TO SAVE ENDANGERED TURTLES THAT TAPS EXPERTISE FROM ALL CORNERS OF THE ORGANIZATION - THE ZOOS AND AQUARIUM, WILDLIFE HEALTH PROGRAM, AND GLOBAL CONSERVATION PROGRAM. CHINESE YELLOW-HEADED BOX TURTLES ARE ONE OF THE 25 MOST ENDANGERED TURTLE SPECIES IN THE WORLD WITH FEWER THAN 150 REPTILES REMAINING IN THE WILD.

2. THE BRONX ZOO AND ITS PARTNERS HAVE RECENTLY RELEASED 2,000 KIHANSI SPRAY TOADS INTO ENCLOSURES IN THE KIHANSI GORGE IN TANZANIA, MARKING A MAJOR MILESTONE FOR A SPECIES DECLARED EXTINCT IN THE WILD JUST THREE YEARS AGO. THE ENCLOSURES ENABLED BIOLOGISTS TO MONITOR THE ANIMALS, TEST THE CONDITIONS IN THE GORGE, AND DETERMINE WHETHER RELEASING MORE TOADS INTO THEIR NATIVE HABITAT HAS A REALISTIC CHANCE OF SUCCESS. THE REPATRIATION EFFORT IS THE RESULT OF A 12-YEAR PARTNERSHIP OF THE BRONX ZOO, THE TOLEDO ZOO, THE GOVERNMENT OF TANZANIA, AND THE WORLD BANK TO BREED THE TOADS IN CAPTIVITY WHILE ITS HABITAT WAS RESTORED.

3. BRONX ZOO CONTINUED ITS LEGACY OF LEADERSHIP IN THE CONSERVATION OF AMERICAN BISON. THE ZOO ANNOUNCED THE BIRTH OF THE FIRST-EVER GENETICALLY PURE AMERICAN BISON CALF PRODUCED BY EMBRYO TRANSFER. THE SUCCESS IS THE RESULT OF COLLABORATION WITH COLORADO STATE UNIVERSITY, USDA-ANIMAL AND PLANT HEALTH INSPECTION SERVICE, AND THE AMERICAN PRAIRIE RESERVE.

4. A WHITE-CHEEKED GIBBON BABY DEBUTED IN THE FALL - THE FIRST BORN AT THE BRONX ZOO SINCE 2000- A CRITICALLY ENDANGERED SPECIES, THE WHITE-CHEEKED GIBBON IS NATIVE TO VIETNAM, LAO PDR, AND CHINA.

5. BRONX ZOO HEALTH EXPERTS AND PARTNERS PRODUCED THE FIRST-EVER

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
---	--

PUBLISHED STUDY TO GENETICALLY CHARACTERIZE CANINE DISTEMPER VIRUS (CDV) IN TIGERS AND CONFIRMED ITS ROLE IN THE DEATH OF AMUR TIGERS IN THE RUSSIAN FAR EAST.

6. THE ASSOCIATION OF ZOOS AND AQUARIUMS AWARDED ITS TOP HONOR FOR EDUCATIONAL PROGRAMMING TO THE WILDLIFE CONSERVATION SOCIETY FOR OUR ONLINE TEACHER ACADEMY THAT HELPS EDUCATORS DISCOVER TEACHING METHODS WHILE INSPIRING STUDENT LEARNING AND CONSERVATION ACTION.

THE AWARD RECOGNIZES OUTSTANDING ACHIEVEMENT IN EDUCATIONAL PROGRAM DESIGN - JUDGING PROGRAMS ON THEIR ABILITY TO PROMOTE CONSERVATION KNOWLEDGE, ATTITUDES AND BEHAVIOR, SHOW INNOVATION, AND MEASURE SUCCESS. WCS CREATED THE ONLINE TEACHER ACADEMY IN 2007. THE PROGRAM INTRODUCES EDUCATORS TO LIFE SCIENCE CONTENT, TEACHING METHODS, AND NEW TECHNOLOGY WHILE USING RESOURCES LIKE ZOOS AND AQUARIUMS AS SERIOUS TOOLS FOR TEACHING SCIENCE.

IN OCTOBER 2012, THE NEW YORK AQUARIUM EXPERIENCED EXTENSIVE DAMAGE TO ITS INFRASTRUCTURE AND LIFE SUPPORT SYSTEMS DUE TO HURRICANE SANDY. HURRICANE SANDY ARRIVED JUST DAYS BEFORE THE GROUNDBREAKING OF A MAJOR EXPANSION OF THE NEW SHARK EXHIBIT, OCEAN WONDERS:SHARKS! THE AQUARIUM PARTIALLY REOPENED IN MAY 2013, AND WELCOMED 350,000 GUESTS OVER THE SUMMER SEASON. IN PARTNERSHIP WITH WCS AND THE CITY OF NEW YORK, THE PLANNED EXPANSION WILL CONTINUE TO MOVE FORWARD WHILE WE SIMULTANEOUSLY REBUILD.

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
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FORM 990, PART III, LINE 4C - THIRD ACCOMPLISHMENT CONTINUED

A SAMPLE OF ACHIEVEMENTS IN 2013:

1. A CRESTED COUA CHICK HATCHED AT THE CENTRAL PARK ZOO IS BEING HAND-REARED BEHIND THE SCENES. ALTHOUGH WIDESPREAD IN THEIR NATIVE MADAGASCAR, FEWER THAN 40 ARE LIVING IN AMERICAN ZOOS. THE HATCHING IS A SIGNIFICANT ACHIEVEMENT AS CENTRAL PARK ZOO IS ONLY THE FOURTH ZOO IN THE U.S. TO HAVE SUCCESSFULLY REARED A COUA CHICK.
2. CENTRAL PARK ZOO IS A BREEDING GROUND FOR SOME OF THE MOST BEAUTIFUL AND ENDANGERED WATERFOWL FROM AROUND THE WORLD, WITH EIGHT RARE OR ENDANGERED SPECIES PRODUCING CHICKS THIS YEAR. SPECIES BREEDING SUCCESSFULLY INCLUDE SCALY-SIDED MERGANSER, LONG-TAILED DUCK, SPECTACLED EIDER, BAER'S POCHARD, PACIFIC COMMON EIDER, PINK-EARED DUCK, RADJAH SHELDUCK, AND RED-BREASTED MERGANSER. THE CENTRAL PARK ZOO BEGAN ITS WATERFOWL BREEDING PROGRAM FOUR YEARS AGO AND THE RATE OF SUCCESS HAS BEEN STEADILY INCREASING SINCE THE INCEPTION OF THE PROGRAM. CENTRAL PARK ZOO HAS 23 DUCK SPECIES ON EXHIBIT AND BOASTS THE LARGEST PUBLIC COLLECTION OF SEA DUCKS BOTH BY NUMBER OF INDIVIDUALS AND SPECIES REPRESENTED IN THE WORLD. MOST OF THE SPECIES ARE EITHER UNCOMMON IN ZOOS AND/OR ENDANGERED IN THE WILD.
3. THE WILDLIFE CONSERVATION SOCIETY'S ZOOS HAD FIVE ADDITIONS TO OUR GROUP OF CALIFORNIA SEA LIONS. FOUR OF THE FIVE WERE RESCUED FROM THE WILD AND THE FIFTH WAS BORN AT THE BRONX ZOO. TWO YOUNG FEMALES ARRIVED AT WCS'S PROSPECT PARK ZOO ON A RECOMMENDATION FROM THE U.S. FISH AND WILDLIFE SERVICE AFTER BEING ORPHANED AND STRANDED OFF THE COAST OF POINT HUENEME, CALIFORNIA. ONE OF THESE SEA LIONS WILL GO TO THE CENTRAL PARK ZOO NEXT FALL. TWO ADULT MALES WERE BROUGHT TO THE QUEENS ZOO FROM THE

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
---	--

OREGON DEPARTMENT OF FISH AND WILDLIFE AS PART OF A LOCAL WILDLIFE MANAGEMENT PROJECT IN BONNEVILLE, OREGON. A FEMALE SEA LION PUP WAS BORN AT THE BRONX ZOO IN THE SPRING. ALL FIVE ANIMALS ARE DOING WELL AND THE ADDITION OF THESE ANIMALS WILL SIGNIFICANTLY HELP BOLSTER THE SUSTAINABILITY OF SEA LIONS AT OUR PARKS, WHICH ARE MANAGED AS ONE COLLECTION.

FORM 990, PART III, LINE 4D - OTHER ACCOMPLISHMENT
FUNDING PROVIDED FROM THE U.S. FISH AND WILDLIFE SERVICE - WWB (WILDLIFE WITHOUT BORDERS) HELPED ESTABLISH A MASTERS PROGRAM FOCUSED ON CONSERVATION BIOLOGY AT THE UNIVERSITY OF BUENOS AIRES, ARGENTINA. THROUGH THIS GRANT, WCS WILL HELP LAY THE FOUNDATION FOR A SELF-SUSTAINING GRADUATE PROGRAM AS WELL AS DESIGN AND LAUNCH A CONSERVATION NETWORK THAT BRINGS TOGETHER A DIVERSE GROUP OF NON-GOVERNMENTAL ORGANIZATIONS, POLICY MAKERS, CONSERVATION PRACTITIONERS AND STUDENTS. ULTIMATELY, WCS'S LATIN AMERICA AND THE CARIBBEAN PROGRAM HOPES TO EXPAND ITS WORK AND NETWORK TO REACH OTHER COUNTRIES IN THE REGION.

FORM 990, PART V, LINE 4B - FINANCIAL ACCOUNTS IN FOREIGN COUNTRIES
AFGHANISTAN, ARGENTINA, BELIZE, BOLIVIA, BURMA, CAMBODIA, CONGO (DEMOCRATIC REPUBLIC), CHINA, CHILE, CAMEROON, COLUMBIA, ECUADOR, FIJI, GABON, GUATEMALA, INDONESIA, KENYA, LAOS, MADAGASCAR, MONGOLIA, NIGERIA, NICARAGUA, PARAGUAY, PERU, PAKISTAN, PAPUA NEW GUINEA, RUSSIA, RWANDA, SUDAN, THAILAND, TANZANIA, UGANDA, UNITED KINGDOM, VENEZUELA, VIETNAM, ZAMBIA

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
---	--

FORM 990, PART VI, LINE 6 - CLASSES OF MEMBERS OR STOCKHOLDERS

WCS IS A NEW YORK NOT-FOR-PROFIT CORPORATION WITH VOTING AND NON-VOTING MEMBERS AND WITH NO STOCKHOLDERS.

VOTING MEMBERS MAY VOTE TO ELECT TRUSTEES AND VOTE ON CERTAIN CORPORATE ACTIONS PURSUANT TO NEW YORK LAW GOVERNING NOT-FOR-PROFIT CORPORATIONS.

FORM 990, PART VI, LINE 7A - ELECTION OF MEMBERS AND THEIR RIGHTS

SEE RESPONSE ABOVE REGARDING LINE 6

FORM 990, PART VI, LINE 7B - DECISIONS SUBJECT TO APPROVAL OF MEMBERS

SEE RESPONSE ABOVE REGARDING LINE 6.

FORM 990, PART VI, LINE 10B - POLICIES AND PROCEDURES GOVERNING CHAPTERS

WCS HAS NO CHAPTERS. WCS HAS BRANCH OFFICES IN A NUMBER OF LOCATIONS.

WCS HAS AFFILIATES. WCS HAS ADOPTED POLICIES AND PROCEDURES THAT ARE APPLICABLE TO ITS BRANCH OFFICES AND AFFILIATES.

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990

WCS'S 990 IS PREPARED BY THE COMPTROLLER AND THE COMPTROLLER'S STAFF IN CONSULTATION WITH OTHER WCS OFFICERS AND STAFF AND WCS'S OUTSIDE AUDITORS.

THE DRAFT IS REVIEWED BY THE CHIEF FINANCIAL OFFICER AND BY WCS'S OUTSIDE AUDITORS. BEFORE FILING, THE DRAFT 990 IS REVIEWED BY THE AUDIT COMMITTEE AND PROVIDED TO THE ENTIRE BOARD OF TRUSTEES BY POSTING ON A SECURE WEBSITE ACCESSIBLE TO ALL THE TRUSTEES.

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
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FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

WCS'S BOARD OF TRUSTEES HAS ADOPTED A WRITTEN CONFLICTS OF INTEREST POLICY APPLICABLE TO TRUSTEES AND OFFICERS AND ANOTHER WRITTEN CONFLICTS OF INTEREST POLICY APPLICABLE TO EMPLOYEES. UNDER THESE POLICIES, TRUSTEES, OFFICERS AND EMPLOYEES ARE REQUIRED TO DISCLOSE CONFLICTS AND POSSIBLE CONFLICTS WHENEVER THEY BECOME AWARE OF THEM. IN ADDITION, THE DISCLOSING INDIVIDUAL MAY NOT PARTICIPATE IN THE CONSIDERATION OR ACTION ON THE RELEVANT MATTER. ANNUALLY TRUSTEES AND OFFICERS AND CERTAIN MANAGEMENT EMPLOYEES ARE REQUIRED TO COMPLETE AND RETURN A STATEMENT AFFIRMING THEIR KNOWLEDGE OF THE POLICY AND THEIR COMMITMENT TO ABIDE BY IT, AND ALSO TO IDENTIFY KNOWN CONFLICTS AND POSSIBLE CONFLICTS. UNDER THE APPLICABLE POLICY ANY CONFLICT OR POSSIBLE CONFLICT IS TO BE DEALT WITH ON A CASE BY CASE BASIS. IN THE CASE OF EMPLOYEES, BY MANAGEMENT UNDER SUPERVISION OF THE AUDIT COMMITTEE, AND IN THE CASE OF TRUSTEES, BY THE AUDIT COMMITTEE.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL

UNDER THE WCS BYLAWS, THE HUMAN RESOURCES AND COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES HAS THE RESPONSIBILITY AND AUTHORITY TO FIX THE COMPENSATION OF ALL CORPORATE OFFICERS. THAT COMMITTEE DECIDES THE FORM AND AMOUNT OF COMPENSATION FOR THE PRESIDENT AND CHIEF EXECUTIVE OFFICER AND SENIOR MANAGERS USING THE METHODS LISTED IN SCHEDULE J, PART I LINE 3. THE COMMITTEE IS COMPOSED OF PERSONS WITHOUT A CONFLICT WITH RESPECT TO ITS COMPENSATION DECISIONS. THE COMMITTEE RELIES ON APPROPRIATE DATA AS TO THE REASONABLENESS OF COMPENSATION AND DOCUMENTS THE BASIS FOR EACH DECISION AT THE TIME THE DECISION IS MADE.

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
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FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS
YES, SEE ABOVE.

FORM 990, PART VI, LINE 17 - OTHER STATES WHERE COPY OF RETURN IS FILED
ARIZONA, ALASKA, ALABAMA, ARKANSAS, CALIFORNIA, COLORADO, CONNECTICUT,
DISTRICT OF COLUMBIA, DELAWARE, FLORIDA, GEORGIA, HAWAII, IDAHO, ILLINOIS,
KANSAS, KENTUCKY, MASSACHUSETTS, MARYLAND, MAINE, MICHIGAN, MINNESOTA,
MISSISSIPPI, MISSOURI, MONTANA, NORTH CAROLINA, NORTH DAKOTA, NEW
HAMPSHIRE, NEW JERSEY, NEW MEXICO, NEW YORK, OHIO, OKLAHOMA, OREGON,
PENNSYLVANIA, RHODE ISLAND, SOUTH CAROLINA, TENNESSEE, TEXAS, UTAH,
WASHINGTON, WISCONSIN, WEST VIRGINIA.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION
OUR AUDITED FINANCIAL STATEMENTS, IRS 990, AND IRS 990T ARE POSTED AND
AVAILABLE ON OUR WEBSITE. THE IRS 990 IS ALSO POSTED ON GUIDESTAR.
DOCUMENTS ARE ALSO FURNISHED UPON REQUEST.

FORM 990, PART VII - RELATED ORGANIZATIONS
INDIVIDUALS LISTED IN PART VII, COLUMN (A), DEVOTED THE FOLLOWING
ESTIMATED HOURS PER WEEK TO RELATED ORGANIZATIONS. FOR ALL OTHER
INDIVIDUALS LISTED IN PART VII, COLUMN (A), ZERO HOURS PER WEEK WERE
DEVOTED TO RELATED ORGANIZATIONS.

JOHN F. CALVELLI - 0.3 HRS/WK

JOHN G. ROBINSON - 0.2 HRS/WK

PATRICIA CALABRESE - 0.3 HRS/WK

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
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CHRISTOPHER J. MCKENZIE - 0.5 HRS/WK

ROBERT CALAMO - 0.3 HRS/WK

JOSHUA R. GINSBERG - 1.0 HRS/WK

FORM 990, PART XI, LINE 9 OTHER CHANGES IN NET ASSETS EXPLANATION

CAPITAL GAIN ON K-1'S	(1,102,235)
ORDINARY LOSS FROM K-1	1,740,759
POST RETIREMENT RELATED CHARGES	5,560,300
EFFECT OF BOND REFUNDING	(1,402,774)
PLANT WRITE OFF	(7,612,258)
RESTAURANT, MERCHANDISE NET	765,981
PARKING EXPENSE	360,197
NET SUBSIDIARY ACTIVITY	10,197
OTHER CHANGE	(279,663)
<hr/>	
TOTAL PART XI LINE 8	(1,959,496)

FORM 990, PART VI, LINE 4

THE WCS BYLAWS WERE AMENDED TO (1) ELIMINATE THE VOTING RIGHTS OF THE CLASS OF NON-TRUSTEE MEMBERS KNOWN AS VOTING MEMBERS, LEAVING THE TRUSTEES AS A CLASS OF MEMBERS WITH FULL VOTING RIGHTS, AND (2) CHANGE PROVISIONS RELATED TO THE BOARD CHAIR TERM AND CERTAIN HONORARY TITLES.

FORM 990, AMENDMENT TO SCHEDULE F PART I

FORM 990 HAS BEEN AMENDED DUE TO THE OMISSION OF AN ACTIVITY CONDUCTED BY

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
---	--

THE ORGANIZATION THAT SHOULD HAVE BEEN REPORTED ON SCHEDULE F, PART I, LINE 3, COL. (F) (SUB-SAHARAN AFRICA PROGRAM SERVICE EXPENDITURES OF \$27,184,696). THE TOTAL EXPENDITURES OF \$140,122,838 REPORTED ON FORM 990, SCHEDULE F, PART I, LINE 3C, COL. (F) AS ORIGINALLY FILED, IS CORRECT HOWEVER, THE TAX SOFTWARE SYSTEM, FOR REASONS UNKNOWN, FAILED TO DISPLAY THE EXPENDITURE AMOUNTS IN PART I, LINE 3, COL. (F) FOR ENTRY 10 - SUB-SAHARAN AFRICA REGION IN THE AMOUNT OF \$27,184,696.

ATTACHMENT 1

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

AFGHANISTAN

ARGENTINA

BELIZE

BOLIVIA

BURMA

CAMBODIA

COLOMBIA

ECUADOR

FIJI

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT, DE,

DC, FL, GA, HI, ID,

Name of the organization WILDLIFE CONSERVATION SOCIETY	Employer identification number 13-1740011
---	--

ATTACHMENT 3

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
SITA 347 ELIZABETH AVE SOMERSET, NJ 08873	SOFTWARE INTEGRATION	2,562,947.
FREEZE FRAME LLC 1601 AMELIA STREET ORLANDO, FL 32803	PHOTO SERVICES	593,124.
PALM COAST DATA, LLC 11 COMMERCE BLVD PALM COAST, FL 32167-7961	MEMBERSHIP FULL	569,750.
EMERALD TREE CARE 26 FOX MEADOW ROAD SCARSDALE, NY 10583	SHRUB & TREE CARE	689,420.
FGI CORPORATION 1901 AMETHYST STREET BRONX, NY 10462	CONSTRUCTION	1,915,574.

COPY

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

WILDLIFE CONSERVATION SOCIETY

Employer identification number

13-1740011

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) MAKIRA CARBON COMPANY LLC 2300 SOUTHERN BLVD BRONX, NY 10460 24-4470986	CONSERVATION	DE			WCS
(2) TIERRA DE GUANACOS LLC 2300 SOUTHERN BLVD BRONX, NY 10460	CONSERVATION	DE			TIERRAS LL
(3) TIERRA DE TRUCHAS LLC 2300 SOUTHERN BLVD BRONX, NY 10460	CONSERVATION	DE			TIERRAS LL
(4) TIERRAS LLC 2300 SOUTHERN BLVD BRONX, NY 10460	CONSERVATION	DE			WCS
(5) CONSERVATION LIVELIHOODS INT'L LLC 2300 SOUTHERN BLVD BRONX, NY 10460	LIVLIHOODS	DE			WCS
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) WCS WILDLIFE CONSERV SOC CANADA 720 SPADINA AVENUE M5S 2T9 85-4255882	CONSERVATION	CA			WCS	X	
(2) ZOOLOGICAL KINGDOM, INC. 2300 SOUTHERN BLVD BRONX, NY 10460 13-7220020	INACTIVE	NY	501(C)(3)	7	WCS	X	
(3) WILD LANDS CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460 20-1262383	INACTIVE	DE	501(C)(3)	7	WCS	X	
(4) WCS ASSOCIACAO CONSERVACAO DA VIDA RUA JARDIM BOTANICO 674 22461	CONSERVATION	BR			WCS	X	
(5) WCS EUROPE ZXL OUTER CIRCLE NW14RY	CONSERVATION	UK			WCS	X	
(6) WILDLIFE CONSERVATION SOC SINGAPORE 1 RAFFLES PLACE 48919	CONSERVATION	SN			WCS	X	
(7)							

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

Schedule R (Form 990) 2012

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) 182 FLIGHT CORP ----- 13-4120289 2300 SOUTHERN BLVD BRONX, NY 10460	AIRCRAFT	DE	WCS	C			100.0000	X	
(2) WILDLIFE CONSERV & SCIENCE (MALAYSIA) ----- 99-9999999 7 JALAN RIDGEWAY 93450 SARAWAK, MY	CONSERVATION	MY	WCS	C	728,444.	73,206.	83.3333	X	
(3) TIERRA DE GUANACOS LLC UNO LIMITADA ----- 2300 SOUTHERN BLVD BRONX, NY 10460	CONSERVATION	CI	TRUCH & GU	C			100.0000	X	
(4) TIERRA DE GUANACOS LLC DOS LIMITADA ----- 2300 SOUTHERN BLVD BRONX, NY 10460	CONSERVATION	CI	TRUCH & GU	C			100.0000	X	
(5) WILDLIFE CONSERVATION SOCIETY - IND ----- 1669, 31ST CROSS, 16TH MAIN 560070 BANGALORE, IN	CONSERVATION	IN	WCS	C					X
(6) PROFESSIONAL HOUSING CORPORATION ----- 13-3546032 2300 SOUTHERN BLVD BRONX, NY 10460	REAL ESTATE	DE	WCS	C	60,200.	695,092.	100.0000	X	
(7) COMMUNITY MARKETS FOR CONSERVATION LTD ----- NO. 26 JOSEPH MWILA RD 35091 RHODESPARK, ZA	CONSERVATION	ZA	WCS	C			66.6660	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) CONSERVATION FLIGHT ASSOCIATION PO BOX 4369 35091 DAR ES SALAAM, TZ	AIRCRAFT	TZ	WCS	C					X
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

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

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

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

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) WCS WILDLIFE CONSERV SOC CANADA	B	495,207.	FMV
(2) WCS ASSOCIACAO CONSERVACAO DA VIDA	B	600,000.	FMV
(3) WILDLIFE CONSERVATION & SCIENCE (MALAYSIA)	B	630,000.	FMV
(4) WCS EUROPE	B	123,039.	FMV
(5) COMMUNITY MARKETS FOR CONSERVATION	B	28,090.	FMV
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
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(7) -----													
(8) -----													
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(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII Supplemental Information

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

SCHEDULE R- ADDITIONAL INFORMATION

SCHEDULE R- RELATED ENTITIES DESCRIPTIONS AND ADDITIONAL INFORMATION

THE RELATED ENTITIES DESCRIBED HERE HAVE ALL BEEN ORGANIZED BY WCS IN ORDER TO CARRY OUT ITS TAX EXEMPT, CHARITABLE, CONSERVATION MISSION. ALL OF THEM ARE OPERATED ON A NON-PROFIT BASIS IN FURTHERANCE OF WCS'S PURPOSES.

THE FOLLOWING BRIEFLY DESCRIBES THE ENTITIES LISTED IN SCHEDULE R:

MAKIRA CARBON COMPANY LLC, CONSERVATION LIVELIHOODS INTERNATIONAL LLC AND TIERRAS LLC ARE ALL SINGLE MEMBER LIMITED LIABILITY COMPANIES FORMED IN DELAWARE, OF WHICH THE SOLE MEMBER IS WCS, AND WHICH HAVE OFFICERS WHO ARE EMPLOYEES OF WCS. MAKIRA WAS FORMED TO CARRY ON WILDLIFE CONSERVATION IN MADAGASCAR THROUGH MEASURES DEALING WITH CLIMATE CHANGE. CONSERVATION LIVELIHOODS WAS FORMED TO PROMOTE WILDLIFE CONSERVATION AND SUSTAINABLE NATURAL RESOURCE USE IN COMMUNITIES AROUND THE WORLD THROUGH PARTICIPATION IN THE OWNERSHIP AND MANAGEMENT OF ECONOMIC DEVELOPMENT ENTERPRISES THAT FOSTER SUCH ENDS AND ARE COMPATIBLE WITH THE CONSERVATION AND PROTECTION OF THE NATURAL ENVIRONMENT.

TIERRA DE GUANACOS LLC AND TIERRAS DE TRUCHAS LLC ARE DELAWARE LIMITED LIABILITY COMPANIES, THE SOLE MEMBER OF WHICH IS TIERRAS LLC. THE MISSION OF ALL THREE OF THESE COMPANIES IS TO CARRY ON WILDLIFE AND LAND CONSERVATION IN CHILE, INCLUDING THROUGH TIERRA DE GUANACOS LLC UNO LIMITADA AND TIERRA DE GUANACOS LLC DOS LIMITADA. EACH OF THE LATTER IS A CHILEAN LIMITED LIABILITY COMPANY THAT HOLDS PROPERTY FOR WILDLIFE CONSERVATION PURPOSES IN CHILE, AND EACH HAS ITS MEMBERS TIERRA DE GUANACOS LLC AND TIERRAS DE TRUCHAS LLC.

PROFESSIONAL HOUSING CORPORATION IS A NOT FOR PROFIT CORPORATION FORMED

Part VII Supplemental Information

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

IN DELAWARE WITH A SINGLE MEMBER, WCS, THAT WAS EXEMPT AS A TITLE HOLDING COMPANY UNDER SECTION 501(C)(2) THROUGH NOVEMBER 15, 2010. IT HOLDS TITLE TO REAL PROPERTY FOR, AND HAS DIRECTORS AND OFFICERS WHO ARE EMPLOYEES OF WCS. 182 FLIGHT CORP. IS A NOT FOR PROFIT CORPORATION FORMED IN DELAWARE, WITH A SINGLE MEMBER, WCS. IN CONNECTION WITH WCS PROGRAM ACTIVITIES, 182 FLIGHT CORP HOLDS AIRCRAFT FOR, AND HAS DIRECTORS AND OFFICERS WHO ARE EMPLOYEES OF WCS.

WILD LANDS CONSERVATION SOCIETY IS A NOT FOR PROFIT CORPORATION FORMED IN DELAWARE, WITH A SINGLE MEMBER, WCS, AND IS A PUBLIC CHARITY.

ZOOLOGICAL KINGDOM INC. IS A NOT FOR PROFIT CORPORATION FORMED IN NEW YORK BY WCS AND IS A PUBLIC CHARITY.

WILDLIFE CONSERVATION SOCIETY CANADA IS A NOT FOR PROFIT TAX EXEMPT CORPORATION FORMED IN CANADA, WITH A SINGLE MEMBER, WCS. IT CARRIES ON WILDLIFE CONSERVATION IN CANADA AND HAS DIRECTORS AND OFFICERS WHO ARE EMPLOYEES OF WCS.

WCS - ASSOCIACAO CONSERVACAO DA VIDA SILVESTRE IS A CIVIL ASSOCIATION, NOT FOR PROFIT AND TAX EXEMPT ORGANIZATION, ORGANIZED UNDER THE LAWS OF THE STATE OF RIO DE JANIERO, BRAZIL. IT CARRIES ON WILDLIFE CONSERVATION IN BRAZIL AND HAS WCS AS A MEMBER AND WCS EMPLOYEES ON ITS GOVERNING BODY.

WILDLIFE CONSERVATION AND SCIENCE (MALAYSIA) BHD IS A MALAYSIA COMPANY LIMITED BY GUARANTEE, WITH MEMBERS AND DIRECTORS WHO ARE EMPLOYEES OF WCS, FORMED TO PROTECT WILDLIFE AND WILD PLACES IN MALAYSIA.

WCS EUROPE IS A COMPANY LIMITED BY GUARANTEE UNDER THE LAW OF ENGLAND AND WALES, THE SOLE MEMBER OF WHICH IS WCS, FORMED TO PROTECT AND CONSERVE

Part VII Supplemental Information

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

THE NATURAL ENVIRONMENT AND ITS FLORA AND FAUNA THROUGH THE CONSERVATION AND PRESERVATION OF WILDLIFE AND WILD PLACES ANYWHERE IN THE WORLD. WCS EUROPE IS A TAX EXEMPT CHARITY IN THE UNITED KINGDOM.

WILDLIFE CONSERVATION SOCIETY SINGAPORE LIMITED IS A PUBLIC COMPANY LIMITED BY GUARANTEE UNDER SINGAPORE LAW, THE GUARANTORS OF WHICH ARE WCS AND EMPLOYEES OF WCS, FORMED TO PROTECT AND CONSERVE THE NATURAL ENVIRONMENT, IN PARTICULAR TO (I) PRESERVE WILDLIFE AND WILD PLACES AND (II) PROTECT AND CONSERVE, CARE FOR EXHIBIT, ANIMALS AND PLANTS IN ZOOLOGICAL PARKS, GARDENS OR OTHER COLLECTIONS. WCS SINGAPORE IS A TAX EXEMPT CHARITY IN SINGAPORE.

WILDLIFE CONSERVATION SOCIETY-INDIA IS A COMPANY LIMITED BY GUARANTEE UNDER INDIAN LAW FORMED FOR THE PROTECTION AND CONSERVATION OF THE NATURAL ENVIRONMENT, ITS FLORA AND FAUNA AND IN PARTICULAR THE PRESERVATION OF WILDLIFE AND WILD PLACES, THE CONDUCT AND SUPPORT OF SCIENTIFIC, CONSERVATION AND VETERINARY RESEARCH REGARDING WILDLIFE AND WILD PLACES, THE MANAGEMENT AND CARE OF WILDLIFE AND THE EDUCATION AND INSTRUCTION OF THE PUBLIC REGARDING THE PROTECTION AND CONSERVATION OF THE NATURAL ENVIRONMENT. WCS INDIA'S GUARANTORS AND DIRECTORS INCLUDE EMPLOYEES OF WCS.

CONSERVATION FLIGHT ASSOCIATION IS A COMPANY LIMITED BY GUARANTEE UNDER TANZANIAN LAW, FORMED TO SUPPORT THE CONDUCT OF RESEARCH AND OTHER PROGRAMS AND PROJECTS FOR THE PROTECTION AND CONSERVATION OF WILDLIFE AND WILD PLACES, IN PARTICULAR BY PROVIDING AIR TRANSPORT SERVICES FOR SUCH PROGRAMS AND PROJECTS. CONSERVATION FLIGHT ASSOCIATION WAS DISSOLVED EFFECTIVE FEBRUARY 18TH 2013.

Part VII Supplemental Information

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

COMMUNITY MARKETS FOR CONSERVATION LIMITED (COMACO) IS A ZAMBIAN COMPANY LIMITED BY GUARANTEE, FORMED TO PROMOTE WILDLIFE CONSERVATION AND SUSTAINABLE NATURAL RESOURCE USE THROUGH RURAL AGRICULTURAL DEVELOPMENT IN ZAMBIA THAT IS COMPATIBLE WITH THE CONSERVATION AND PROTECTION OF THE NATURAL ENVIRONMENT. EFFECTIVE MAY 7TH, 2013, COMACO WAS NO LONGER CONTROLLED BY WCS OR ITS AFFILIATES.

COPY