

Return of Organization Exempt From Income Tax

2009

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

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

A For the 2009 calendar year, or tax year beginning 10/01, 2009, and ending 09/30, 2010

Header section containing organization name (Environmental Defense Fund, Inc.), EIN (11-6107128), address (257 Park Avenue South, New York, NY 10010), and principal officer (Frederic D. Krupp).

Part I Summary

Summary table with columns for Revenue, Expenses, and Net Assets or Fund Balances. Rows include mission statement, governance activities, revenue breakdown, and expense breakdown.

Part II Signature Block

Signature block containing declaration, signature of officer (Peter Accornero), date (2/14/11), and preparer information (EISNERAMPER LLP).

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.* Form 990 (2009)

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:
TO PRESERVE THE NATURAL SYSTEMS ON WHICH ALL LIFE DEPENDS. GUIDED BY
SCIENCE, WE DESIGN AND TRANSFORM MARKETS TO BRING LASTING SOLUTIONS
TO THE MOST SERIOUS ENVIRONMENTAL PROBLEMS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 34,939,334. including grants of \$ 6,673,102.) (Revenue \$ _____)
Climate - See Schedule O

4b (Code: _____) (Expenses \$ 16,135,014. including grants of \$ 1,432,958.) (Revenue \$ _____)
Oceans - See Schedule O

4c (Code: _____) (Expenses \$ 12,624,327. including grants of \$ 714,260.) (Revenue \$ _____)
Restoring EcoSystems - See Schedule O

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 8,282,142. including grants of \$ 240,858.) (Revenue \$ _____)

4e Total program service expenses ▶ 71,980,817.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20 covering various organizational requirements and reporting obligations.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations 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 question 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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 a grant selection committee member, or to a person related to such an individual? <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 of the organization (or a family member) 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, Parts II, III, IV, and V, line 1.</i>	X	
35 Is any related organization 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 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Form with questions 1a through 12b regarding IRS filings and tax compliance, including sections on prohibited tax shelter transactions, contributions, and charitable trusts.

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.

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (38), 1b Enter the number of voting members that are independent (37), 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X), 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (X), 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (X), 5 Did the organization become aware during the year of a material diversion of the organization's assets? (X), 6 Does the organization have members or stockholders? (X), 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (X), 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (X), 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (X), b Each committee with authority to act on behalf of the governing body? (X), 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (X), 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?, 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (X), 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990., 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (X), 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X), 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (X), 13 Does the organization have a written whistleblower policy? (X), 14 Does the organization have a written document retention and destruction policy? (X), 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official (X), b Other officers or key employees of the organization (X), 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X), 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed Attachment 3
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: PETER ACCINNO 257 PARK AVENUE SOUTH New York, NY 10010 212-616-1202

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

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. Use Schedule J-2 if additional space is needed.

- 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. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
N. J. NICHOLAS, JR. TRUSTEE	2.00	X						0.	0.	0.
WILLIAM K. BOWES, JR. TRUSTEE	2.00	X						0.	0.	0.
SARAH LIAO SAU-TUNG TRUSTEE	2.00	X						0.	0.	0.
ARTHUR P. COOLEY SECRETARY	2.00	X		X				0.	0.	0.
G. LEONARD BAKER, JR. TRUSTEE	2.00	X						0.	0.	0.
ROD A. BECKSTROM TRUSTEE	2.00	X						0.	0.	0.
JAMES W. B. BENKARD TRUSTEE	2.00	X						0.	0.	0.
SALLY G. BINGHAM TRUSTEE	2.00	X						0.	0.	0.
SHELBY W. BONNIE TRUSTEE	2.00	X						0.	0.	0.
KATHRYN MURDOCH TRUSTEE	2.00	X						0.	0.	0.
LEWIS B. CULLMAN TRUSTEE	2.00	X						0.	0.	0.
ANN DOERR TRUSTEE	2.00	X						0.	0.	0.
STANLEY DRUCKENMILLER TRUSTEE	2.00	X						0.	0.	0.
ROGER A. ENRICO TRUSTEE	2.00	X						0.	0.	0.
KIRSTEN J. FELDMAN TRUSTEE	2.00	X						0.	0.	0.
CARL FERENBACH CHAIR	2.00	X		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	(C) Position (check all that apply)						(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			
JEANNE DONOVAN FISHER TRUSTEE	2.00	X						0.	0.	0.
LYNN GOLDMAN TRUSTEE	2.00	X						0.	0.	0.
HANNELORE GRANTHAM TRUSTEE	2.00	X						0.	0.	0.
THE CHARLES J. HAMILTON, JR. TRUSTEE	2.00	X						0.	0.	0.
THE HONORABLE THOMAS H. KEAN TRUSTEE	2.00	X						0.	0.	0.
ARTHUR KERN VICE CHAIR	2.00	X		X				0.	0.	0.
FRANK E. LOY TRUSTEE	2.00	X						0.	0.	0.
SUSAN MANDEL TRUSTEE	2.00	X						0.	0.	0.
DAVID O'CONNOR TRUSTEE	2.00	X						0.	0.	0.
SIGNE OSTBY TRUSTEE	2.00	X						0.	0.	0.
STEPHEN PACALA TRUSTEE	2.00	X						0.	0.	0.
ROBERT M. PERKOWITZ TRUSTEE	2.00	X						0.	0.	0.
JULIAN H. ROBERTSON, JR. TRUSTEE	2.00	X						0.	0.	0.
1b Total . Continued at Schedule J-2								2,052,887.	0.	235,943.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **59**

	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 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.

(A) Name and business address	(B) Description of services	(C) Compensation
Attachment 4		

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 **13**

Part VIII Statement of Revenue

11-6107128

				(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 237,186.				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions) . .	1e 2,756,786.				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f 49,486,765.				
	g	Noncash contributions included in lines 1a-1f: \$	1,866,825.				
	h	Total. Add lines 1a-1f ▶		52,480,737.			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f ▶			0.		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶		744,107.		-1,037.	745,144.
	4	Income from investment of tax-exempt bond proceeds . . . ▶		0.			
	5	Royalties ▶		0.			
			(i) Real	(ii) Personal			
	6a	Gross Rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss) ▶		0.			
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory		32,618,199.			
	b	Less: cost or other basis and sales expenses		31,642,868.			
	c	Gain or (loss)		975,331.			
	d	Net gain or (loss) ▶		975,331.			975,331.
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a					
	b	Less: direct expenses b					
	c	Net income or (loss) from fundraising events ▶		0.			
	9a	Gross income from gaming activities. See Part IV, line 19 a					
	b	Less: direct expenses b					
c	Net income or (loss) from gaming activities ▶		0.				
10a	Gross sales of inventory, less returns and allowances a						
b	Less: cost of goods sold b						
c	Net income or (loss) from sales of inventory ▶		0.				
Miscellaneous Revenue			Business Code				
11a	ATTORNEY'S FEES AND SETTLEMENTS			1,180.		1,180.	
b	ROYALTIES AND LIST RENTAL FEES			175,189.		175,189.	
c	OTHER REVENUE			517,114.		517,114.	
d	All other revenue						
e	Total. Add lines 11a-11d ▶			693,483.			
12	Total Revenue. See instructions ▶			54,893,658.		-1,037.	2,413,958.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	4,462,790.	4,462,790.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	9,000.	9,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	4,589,388.	4,589,388.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	967,937.	483,969.	193,587.	290,381.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	29,939,023.	24,250,609.	1,496,951.	4,191,463.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,451,917.	1,176,053.	72,596.	203,268.
9 Other employee benefits	4,061,666.	3,289,950.	203,083.	568,633.
10 Payroll taxes	2,275,291.	1,842,985.	113,765.	318,541.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	765,178.	718,119.	17,676.	29,383.
c Accounting	98,000.		98,000.	
d Lobbying	896,377.	896,377.		
e Professional fundraising services. See Part IV, line 17	996,353.			996,353.
f Investment management fees	154,121.	144,658.	3,560.	5,903.
g Other	12,896,604.	12,703,155.	193,449.	
12 Advertising and promotion	8,514,332.	7,646,722.	584,083.	283,527.
13 Office expenses	2,046,583.	1,187,632.	458,435.	400,516.
14 Information technology	1,579,291.	905,881.	341,443.	331,967.
15 Royalties	0.			
16 Occupancy	4,419,832.	1,839,092.	1,892,572.	688,168.
17 Travel	4,237,908.	3,697,151.	119,933.	420,824.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	1,992,937.	1,635,205.	51,418.	306,314.
20 Interest	153,513.		153,513.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	1,398,977.	392,693.	550,777.	455,507.
23 Insurance	136,038.	109,388.	10,611.	16,039.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a MISCELLANEOUS -----	44,400.		44,400.	
b -----				
c -----				
d -----				
e -----				
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	88,087,456.	71,980,817.	6,599,852.	9,506,787.
26 Joint Costs. Check here <input checked="" type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	5,465,686.	3,812,492.	651,757.	1,001,437.

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	3,918,565.	1	4,692,041.	
	2 Savings and temporary cash investments	9,697,073.	2	9,673,228.	
	3 Pledges and grants receivable, net	112,803,438.	3	77,812,505.	
	4 Accounts receivable, net	16,292.	4	228,475.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	120,627.	8	126,586.	
	9 Prepaid expenses and deferred charges	543,794.	9	764,734.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 19,418,458.			
	b Less: accumulated depreciation	10b 14,962,356.	5,200,854.	10c	4,456,102.
	11 Investments - publicly traded securities	28,521,050.	11	28,946,310.	
	12 Investments - other securities. See Part IV, line 11	18,837,727.	12	20,619,049.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	3,252,681.	15	4,539,713.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	182,912,101.	16	151,858,743.		
Liabilities	17 Accounts payable and accrued expenses	6,398,019.	17	5,273,892.	
	18 Grants payable		18		
	19 Deferred revenue	326,417.	19	37,651.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties	2,583,444.	23	2,023,847.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities. Complete Part X of Schedule D	11,828,496.	25	12,325,688.	
	26 Total liabilities. Add lines 17 through 25	21,136,376.	26	19,661,078.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	39,846,343.	27	41,070,733.	
	28 Temporarily restricted net assets	118,192,884.	28	87,390,434.	
	29 Permanently restricted net assets	3,736,498.	29	3,736,498.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	161,775,725.	33	132,197,665.	
	34 Total liabilities and net assets/fund balances	182,912,101.	34	151,858,743.	

Part XI Financial Statements and Reporting

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

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

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	66,251,744.	83,827,034.	122,134,631.	126,116,250.	52,480,737.	450,810,396.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.	66,251,744.	83,827,034.	122,134,631.	126,116,250.	52,480,737.	450,810,396.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						108,803,500.
6 Public support. Subtract line 5 from line 4.						342,006,896.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	66,251,744.	83,827,034.	122,134,631.	126,116,250.	52,480,737.	450,810,396.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	709,903.	919,929.	1,090,838.	686,847.	744,107.	4,151,624.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	515,043.	158,495.	153,239.	1,163,670.	693,483.	2,683,930.
11 Total support. Add lines 7 through 10						457,645,950.
12 Gross receipts from related activities, etc. (see instructions)					12	1,882,672.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	74.73%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	60.09%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2008. 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 explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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), then

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

Name of organization Environmental Defense Fund, Inc.	Employer identification number 11-6107128
--	--

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 payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

- A** Check if the filing organization belongs to an affiliated group.
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)	646,377.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	250,000.													
c	Total lobbying expenditures (add lines 1a and 1b)	896,377.													
d	Other exempt purpose expenditures	88,087,456.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	88,983,833.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">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-	396,377.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2 a Lobbying non-taxable 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	1,406,525.	922,617.	889,883.	896,377.	4,115,402.
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	250,000.	231,578.	222,471.	250,000.	954,049.

Schedule C (Form 990 or 990-EZ) 2009

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 carryover 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) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if 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; and Part II-B, line 1i. Also, complete this part for any additional information.

Series of horizontal dashed lines for providing supplemental information.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2009

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, 11, or 12. Attach to Form 990. See separate instructions.

Name of the organization

Environmental Defense Fund, Inc.

Employer identification number

11-6107128

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two yes/no questions about donor advisement.

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

Form with multiple sections: 1. Purpose(s) of conservation easements (checkboxes for public use, habitat, open space, historic area, historic structure). 2. Conservation contribution details (table with 2a-2d). 3-9. Monitoring and enforcement details (number of easements, states, policy, staff hours, expenses, and reporting).

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.

Form with 3 main sections: 1a. Reporting requirements for art/historical assets. 1b. Amounts for art/historical assets (revenues and assets). 2. Reporting requirements for art/historical assets for financial gain (revenues and assets).

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

Table with 2 columns: Description (1c-1f), Amount

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

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

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

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

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment %
b Permanent endowment 100.0000 %
c Term endowment %

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

- (i) unrelated organizations
(ii) related organizations

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

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

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

Part VI Investments - 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-1e and Total.

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

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	2a
b	Donated services and use of facilities	2b
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIV.)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
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 XIV.)	4b
c	Add lines 4a and 4b	4c
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1
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 XIV.)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV.)	4b
c	Add lines 4a and 4b	4c
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5

Part XIV Supplemental Information

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

See Page 5

Part XIV Supplemental Information (continued)

ENDOWMENT FUNDS

SCHEDULE D, PART V, LINE 4

THE ORGANIZATION'S ENDOWMENT CONSISTS OF NINETEEN INDIVIDUAL FUNDS ESTABLISHED FOR THE PURPOSE OF PROTECTING THE ENVIRONMENTAL RIGHTS OF ALL PEOPLE, INCLUDING THE RIGHT TO CLEAN AIR, CLEAN WATER, HEALTHY FOOD AND FLOURISHING ECOSYSTEMS.

INCOME TAXES FIN 48 (FOOTNOTE)

PART X LINE 2

In fiscal-year 2010, the Organization adopted provisions of Accounting Standards Codifications ("ASC") 740-10-05 relating to accounting for uncertainty in income taxes. ASC 740-10-05 is potentially applicable to the incurrence of unrelated business income ("UBI") attributable to the Organization's investment income. ASC 740-10-05 in 2010 has not had, and is not expected to have, a material impact on the Organization's financial statements.

**Schedule F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Environmental Defense Fund, Inc.

Employer identification number

11-6107128

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

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

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

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 in region
South America	0	0	Grantmaking		1,057,607.
East Asia and the Pacific	1	10	Grantmaking		3,206,125.
South Asia	0	0	Grantmaking		55,000.
North America	1	7	Grantmaking		182,656.
Europe	0	0	Grantmaking		50,000.
Russia/Independent States	0	0	Grantmaking		38,000.
Totals ▶	2	17			4,589,388.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule F (Form 990) 2009

JSA
9E1274 2.000

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. Check this box if no one recipient received more than \$5,000
 Use Schedule F-1 (Form 990) 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)
			South America	BRAZIL GENER SUPPORT	208,243.				FMV
			East Asia/Pacific	VIETNAM GENE SUPPORT	105,000.				FMV
			South America	GENERAL SUPPORT	573,299.				FMV
			South America	GENERAL SUPPORT	205,000.				FMV
			South America	BRAZIL GENER SUPPORT	53,565.				FMV
			Europe/Iceland/Greenland	GENL SUPPORT	50,000.				FMV
			South Asia	SUPPORT FOR POOR	30,000.				FMV
			Russia	RUSSIA GENER SUPPORT	20,000.				FMV
			South Asia	INTEGRATED WATER	25,000.				FMV
			East Asia/Pacific	GENERAL SUPPORT	3,101,125.				FMV
			Russia	RUSSIA GENER SUPPORT	18,000.				FMV
			South America	INDIGENOUS P SUPPORT IN B	17,500.				FMV
			North America	GENERAL SUPPORT	82,656.				FMV
			North America	COLORADO DEL	100,000.				FMV

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 14

3 Enter total number of other organizations or entities 0

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts			
	2	Less: Charitable contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary. Add lines 4 through 9 in column (d)			
11	Net income summary. Combine line 3, column (d), and line 10				()

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	Yes _____% No	Yes _____% No	Yes _____% 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				()

	Yes	No
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?	9a	
b If "No," explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," explain: _____		
11 Does the organization operate gaming activities with nonmembers?	11	
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?	12	

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 ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? **15a**

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? **17a**

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 ► \$ _____

	Yes	No
13		
14		
15a		
16		
17a		

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2009

**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

Environmental Defense Fund, Inc.

Employer identification number

11-6107128

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. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

(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
WORLD WILDLIFE FUND 1250 TWENTY FOURTH ST NW	52-1693387	501(C)(3)	338,235.		FMV		MEXICO OCEANS GENERAL SUPPORT
Environmental Defense Action Fund 257 Park Ave South New York, NY 10010	90-0080500	501(C)(4)	450,000.		FMV		EDF 501(h) DIRECT
The Nature Conservancy PO Box 4125 Baton Rouge, LA 70821	53-0242652	501(C)(3)	210,000.		FMV		BRAZIL SUPPORT
Republicans for Environmental Protection 971 South Centerville Road	36-4112938	501(C)(3)	906,052.		FMV		SUPPORT FOR EDUCATION
Duke University Duke University Durham, NC 27708	56-0532129	501(C)(3)	302,000.		FMV		OCEANS REGIONAL FISHERY COUNC EFFORT
The Partnership Project, Inc 1615 M Street Washington, DC 20036	52-2192070	501(C)(3)	750,000.		FMV		SUPPORT FOR EDUCATION
Stanford University PO Box 44253 San Francisco, CA 94144	94-1156365	501(C)(3)	159,061.		FMV		OCEANS REGIONAL FISHERY COUNC EFFORT
Wildlife Conservation Society 2300 Southern Blvd Bronx, NY 10460	13-1740011	501(C)(3)	43,784.		FMV		OUTREACH SUPPORT DEFORESTATION
Fishermans Ideal Supply House 750 East Welch Causeway	59-2450728	N/A	9,254.		FMV		RETROFIT FISHING VESSELS
International Center 1025 Vermont Ave NW Ste 300	52-1095089	501(C)(3)	112,739.		FMV		EMERGING ECONOMICS FOR GLOBAL WARMING
Hunger Project 5 Union Square West New York, NY 10003	94-2443282	501(C)(3)	42,836.		FMV		CLIMATE CHANGE FILM
Lake Pontchartrain Basin Foundation PO Box 6965 Metairie, LA 70009	72-1152784	501(C)(3)	75,000.		FMV		LOUISIANA COSTAL OUTREACH EFFORTS

- 2 Enter total number of section 501(c)(3) and government organizations ▶ 44
- 3 Enter total number of other organizations ▶ 3

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

Schedule I (Form 990) 2009

JSA

9E1288 2.000

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. Use Part IV and Schedule I-1 (Form 990) 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
ENVIRONMENTAL GRANT	1	9,000.		FMV	

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

GRANTS AND OTHER ASSISTANCE

SCHEDULE I, PART I, LINE 2

The Organization has a number of grants and other assistance it provides to other charities and quasi-governmental entities in the U.S. The majority of these grants are to other environmental 501(c)3 non-profit entities that perform work alongside of EDF in the accomplishment of its mission. Some of these are "flow-through" grants from a funding entity or Foundation that supports EDF's work. EDF monitors the performance of the grant recipients by written reports, site visits, verbal communication and review. Partial payments are typically made on a sub-grant until a

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. Use Part IV and Schedule I-1 (Form 990) 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

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

pattern of proven achievements on objectives is demonstrated. In the end

EDF typically prepares a report to funding entities on the use of grant

funds -both by itself and by any sub-grant recipients.

**SCHEDULE I-1
(Form 990)**

Continuation Sheet for Schedule I (Form 990)

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II or Part III.**

Name of the organization

Environmental Defense Fund, Inc.

Employer identification number

11-6107128

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
Stony Brook Foundation 330 Administration Stony Brook, NY 11794	11-6077945	501(C)(3)	10,000.		FMV		EDF INTELLECTUAL PRINT DOCUMENT STOR
Truman National Security Project 1420 K Street NW Washington, DC 20005	20-1597444	501(C)(3)	95,000.		FMV		AD CAMPAIGN SUPPORTING
University of New Hampshire 138 B Morse Hall 8 Durham, NH 03824	38-6000134	501(C)(3)	80,000.		FMV		POST DOC FOR HERRING QUALITY
Californians for Clean Energy and Jobs 1100 11TH STREET SACRAMENTO, CA 95814	27-1781659	501(C)(3)	75,000.		FMV		CLIMATE/AB32 GENERAL ANLYSIS FOR REDD
Meridian Implementation Fund P O Box 1829 Dillon, CO 80435	84-1435420	501(C)(3)	45,000.		FMV		GENERAL SUPPORT
Coalition to Restore Coastal Louisiana 6160 Perkins Rd #225 Baton Rouge, LA 70808	72-1115589	501(C)(3)	75,000.		FMV		GENERAL SUPPORT
Freightliner of Maine, Inc PO BOX 1169 BANGOR, MA 04401	01-0475000	501(C)(3)	40,000.		FMV		HYBRID TRUCK DELIVERY
SOUTH ATLANTIC FISHERMEN'S ASSOCIATION 4449 LAKESIDE DRIVE LITTLE RIVER, SC 29566	27-3165836	501(C)(3)	39,000.		FMV		PUBLISHED ARTICLES IN SOUTH
UNIVERSITY OF CALIFORNIA 9500 GILMAN DRIVE LA JOLLA, CA 92093		501(c)(3)	38,000.		FMV		CORVINA TAC WORKSHOP
Howell & Howell Associates Inc 3100 W Highway 98 Panama City, FL 32401	59-2914352	N/A	8,101.		FMV		RETROFIT SHIPS FOR LONG LINE FISHING
UNIVERSITY OF CONNECTICUT 438 WHITNEY ROAD STORRS, CT 06269	06-0772160	501(C)(3)	30,000.		FMV		FISHERIES STAKEHOLDE RESEARCH
HUMANE SOCIETY INTERNATIONAL 2100 L STREET NW WASHINGTON, DC 20037	87-0506923	501(C)(3)	23,230.		FMV		CORAL REEF WILDLIFE CAMPAIGN
SIMPLIFIED TECHNOLOGY SERVICES, LLC 07517 COUNTRY ROAD 10 MONPELIER, OH 43543	26-3020248	501(C)(3)	21,683.		FMV		DATA COLLECTION AND ANALYSIS FOR THE
UNIVERSITY OF CALIFORNIA SAASB BUILDING SANTA BARBARA, CA 93106-2040	95-6006145	501(C)(3)	21,560.		FMV		CATCH SHARE SUPPORT
NANTUCKET SHELLFISH ASSOCIATION INC P O BOX 604 NANTUCKET, MA 02554	06-1684351	501(C)(3)	20,000.		FMV		DEVELOP SHELLFISH MANAGEMENT

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

Schedule I-1 (Form 990) 2009

**SCHEDULE I-1
(Form 990)**

Continuation Sheet for Schedule I (Form 990)

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II or Part III.

Name of the organization

Environmental Defense Fund, Inc.

Employer identification number

11-6107128

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
Intercultural Center for the Study of Deser 4455 N CAMINO CARDENAL TUSCON, AZ 85718	86-0578996	501(C)(3)	17,500.		FMV		MEXICO GENERAL SUPPORT
KNEUBUHER GREG D 23033 ANTWERP ROAD HARLAN, OH 45839	26-3858256	501(C)(3)	15,556.		FMV		WORK TO EXPAND AND ENHANCE THE MAUMEE
BLANCHARD RIVER WATERSHED PARTNERSHIP, INC PO BOX 1237 FINDLAY, OH 45839	56-2524718	501(C)(3)	15,000.		FMV		VOLUNTEER MONITORING
BlueGreen Alliance Foundation 2828 University AvenueSE	20-3447739	501(C)(3)	15,000.		FMV		General Support
Pheasants Forever Inc 1783 Buerkle Circle St Paul, MN 55110	41-1429149	501(C)(3)	55,000.		FMV		GENERAL SUPPORT
AP Bell Fish Co Inc P O Box 276 Cortez, FL 34215	59-1688278	N/A	17,728.		FMV		RETROFIT SHIPS FOR LONG LINE FISHING
Forest Gulid Inc PO BOX 519 SANTA FE, NM 87504	85-0446866	501(C)(3)	15,000.		FMV		AVAILABILITY OF WOOD BIOMASS
Gulf Of Mexico Reef Fish Shareholder s Alli 4415 Ave S Galveston, TX 77552	26-2524327	501(C)(3)	102,500.		FMV		EFFORTS FOR LEVERAGING SEAFOOD
DEFIANCE SOIL AND WATER CONSERVATION DISTRI EVANSPOUT ROAD DEFIANCE, OH 43512	34-6400373	501(C)(3)	10,000.		FMV		UPPER MAUMEE WATERSH PARTNERSHIP STUDIES
Bank Information Center 1100 H St NW Suite 650	52-1682441	501(C)(3)	8,000.		FMV		COMPILE CURRENT INFO ENERGY PLANS
GREEN RIVER VALLEY LAND TRUST 131 SOUTH JACKSON AVENUE	83-0332208	501(C)(3)	10,000.		FMV		CORRIDOR CONSERVATIO CAMPAIGN
LEAGUE OF CONSERVATION VOTERS EDUCATION FUN 1920 L STREET NW WASHINGTON, DC 20036	52-1379661	501(C)(3)	10,000.		FMV		GENERAL SUPPORT FOR ALLIES
California Fisheries Fund 123 Mission St 23rd Fl	26-0873741	501(C)(3)	50,000.		FMV		GENERAL ADMINISTRATI SUPPORT
RESOURCES LEGACY FUND 555 CAPITOL MALL SACRAMENTO, CA 95814	95-4703838	501(C)(3)	10,000.		FMV		AB 32 CA CLIMATE WORK
RESTORE AMERICA'S ESTUARIES 2020 NORTH 14TH STREET ARLINGTON, VA 22201	54-1965304	501(C)(3)	10,000.		FMV		PRIVATE LAND HABITAT RESTORATION

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

Schedule I-1 (Form 990) 2009

**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

2009

Open to Public Inspection

Name of the organization

Environmental Defense Fund, Inc.

Employer identification number

11-6107128

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 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 is 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 organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input 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 Regs. 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 Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
CYNTHIA HAMPTON	(i)	219,319.	0.	0.	0.	23,628.	242,947.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
FREDERIC D. KRUPP	(i)	386,631.	0.	0.	0.	36,728.	423,359.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DAVID YARNOLD (SEP 9/1/201	(i)	316,649.	0.	0.	0.	31,314.	347,963.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
PETER ACCINNO	(i)	210,084.	0.	0.	0.	18,349.	228,433.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
MARCIA ARONOFF	(i)	223,183.	0.	0.	0.	24,828.	248,011.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
ELIZABETH HENSHAW	(i)	216,117.	0.	0.	0.	36,193.	252,310.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DAVID FESTA	(i)	217,291.	0.	58,333.	0.	29,002.	304,626.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DANIEL J DUDEK	(i)	205,280.	0.	0.	0.	35,901.	241,181.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Continuation Sheet for Form 990

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

▶ See the Instructions for Form 990.

Name of the Organization
Environmental Defense Fund, Inc.

Employer identification number
11-6107128

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MSC)	(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			
E. JOHN ROSENWALD, JR. TRUSTEE	2.00	X						0.	0.	0.
RUTH DEFRIES TRUSTEE	2.00	X						0.	0.	0.
PEGGY M. SHEPARD TRUSTEE	2.00	X						0.	0.	0.
DOUGLAS W. SHORENSTEIN TRUSTEE	2.00	X						0.	0.	0.
SAM RAWLINGS WALTON TRUSTEE	2.00	X						0.	0.	0.
PAUL JUNGER WITT TRUSTEE	2.00	X						0.	0.	0.
JOANNE WOODWARD TRUSTEE	2.00	X						0.	0.	0.
CHARLES F. WURSTER TRUSTEE	2.00	X						0.	0.	0.
SUSAN FORD DORSEY TRUSTEE	2.00	X						0.	0.	0.
FREDERIC D. KRUPP PRESIDENT	50.00				X			386,631.	0.	36,728.
DAVID YARNOLD (SEP 9/1/2010) EXECUTIVE DIRECTOR	50.00				X			316,649.	0.	31,314.
PETER ACCINNO CFO & TREASURER	40.00				X			210,084.	0.	18,349.
CYNTHIA HAMPTON CHIEF COMMUNICATIONS OFFICER	40.00					X		219,319.	0.	23,628.
MARCIA ARONOFF SENIOR VICE PRESIDENT	40.00					X		223,183.	0.	24,828.
ELIZABETH HENSHAW CHIEF OPERATING OFFICER	40.00					X		216,117.	0.	36,193.
DAVID FESTA VP WEST COAST	40.00					X		275,624.	0.	29,002.
DANIEL J DUDEK VICE PRESIDENT CHINA	40.00					X		205,280.	0.	35,901.

**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

2009

**Open To Public
Inspection**

Name of the organization

Environmental Defense Fund, Inc.

Employer identification number

11-6107128

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
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	76	1,866,825.	FMV
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, line 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 revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) 2009

JSA

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Environmental Defense Fund, Inc.

Supplemental Information to Form 990

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

11-6107128

Attachment 1

REVIEW OF FORM 990

PART VI, SECTION B, LINE 11A

EDF uses its Audit Committee of the Board of Trustees to review the Form 990 return. The Audit Committee has been delegated this authority by the Board of Trustees in its Audit Committee charter and terms of reference. The Organization's financial management group is responsible for gathering the key components and supporting schedule information for the Form 990. The Organization's audit firm of independent public accountants prepares the Form 990 and it goes through a review process to ensure it is completed accurately. The draft Form 990 is returned to the Organization where senior executive management and members of the financial team review the document. The Audit Committee receives a copy of the draft return in advance of a meeting scheduled for its formal review. The Audit Committee meets and approves the Form 990. Prior to filing, the approved draft return is circulated to the Board of Trustees. The audit firm electronically files the final informational return with the IRS. The final Form 990 is also publicly posted in electronic form on the Organization's website where it is freely available to the public. The return is also posted on GuideStar.org and copies of it are sent to state governments, funding organizations, major donors, charity monitoring organizations and to anyone else who requests a copy.

DETERMINATION OF COMPENSATION OF THE PRESIDENT

PART VI, SECTION B, LINE 15A AND 15B

EDF uses a Personnel Committee to evaluate the compensation of the

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Attachment 1 (Cont'd)

President of the organization who is the highest-ranking employee. The Personnel Committee of the Board of Trustees is composed of four independent Trustees who meet annually to assess the President's performance and compensation.

The Personnel Committee uses the services of an independent compensation consultant to provide demographic and comparative salary information for peer-group organizations. The compensation consultant provides information from surveys, public disclosures of other charities, and proprietary sources. The Committee reviews this information, discusses the findings amongst themselves and not in the presence of the President of the organization. The Committee has a portion of its meeting where it does discuss compensation and performance with the President but the decision-making segments of the meeting are held in executive session. Minutes of the meeting are kept and retained by the Chair of the Personnel Committee.

The Personnel Committee is aware of the compensation amounts for other key employees and senior management team members but the decisions governing their compensation are the purview of the President of the organization.

MONITORING OF CONFLICT OF INTEREST POLICY

PART VI, SECTION B, LINE 12C

It is the responsibility of all Trustees and employees of the Environmental Defense Fund to familiarize themselves with this Policy and to comply and to ensure compliance of related parties with it. In

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Attachment 1 (Cont'd)

addition to the disclosures required by this Policy, annually each Trustee and employee will be provided with a statement to complete and return indicating that they have read, understand and are in compliance with this Policy. For both Trustees and employees, there is a process where the annual statement of compliance may be effected and transmitted via e-mail or other electronic means. The Chair of the Board of Trustees will report to the Board and the Chair of the Audit Committee will report to the Audit Committee of the Board at least once annually concerning any disclosures of potential conflicts of interest made to them, and any other conflicts-of-interests, which have occurred. Trustees who knowingly or unknowingly violate this Policy are subject to censure or removal, at the discretion of the Board of Trustees. Employees who knowingly or unknowingly violate this Policy will be subject to disciplinary action, including possible dismissal.

PUBLIC AVAILABILITY OF GOVERNING DOCUMENTS

PART VI, SECTION C, LINE 19

EDF makes available three years worth of the following disclosure documents on its website:

1. Annual Report
2. Consolidated and consolidating audited financial statements
3. Form 990 informational tax returns and those of related organizations

Other governing documents such as By-Law changes and Conflict of Interest policies are included with Form 990 returns in the years where there are significant changes or when they are required.

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Attachment 1 (Cont'd)

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, QUESTION 2

THE FOLLOWING TRUSTEES OF THE ENVIRONMENTAL DEFENSE FUND, INC. ALSO SERVE AS MEMBERS OF THE ENVIRONMENTAL DEFENSE ACTION FUND BOARD OF TRUSTEES.

1. JAMES W. B. BENKARD
2. STANLEY DRUCKENMILLER
3. KIRSTEN J. FELDMAN
4. CHARLES J. HAMILTON, JR.
5. FRANK E. LOY
6. N. J. NICHOLAS, JR.
7. DOUGLAS W. SHORENSTEIN
8. PAUL JUNGER WITT
9. SUSAN MANDEL
10. CARL FERENBACH
11. THE HONORABLE THOMAS H. KEAN
12. SHELBY W. BONNIE

KEY EMPLOYEES

1. FREDERIC D. KRUPP

THE VOTING BOARD MEMBERS OF THE CALIFORNIA FISHERIES FUND, INC. ARE EMPLOYEES OF ENVIRONMENTAL DEFENSE FUND, INC.

1. PETER ACCINNO
2. DIANE REGAS
3. DAVID FESTA

Statement of Program Service Accomplishments

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Attachment 1 (Cont'd)

Part III, Page 2

1. Climate: "Nothing has more potential than global warming to alter forever the world our children inherit, from the food they eat to the water they drink."

Steve Cochran, VP Climate

EDF MILESTONES

1987 EDF cosponsors the first major international conferences on global warming.

1997 EDF's market approach becomes the basis of the Kyoto climate agreements, later ratified by 187 nations.

2006 We help design regional climate initiatives to cut CO2 pollution from power plants in the Northeast and West.

2007 The U.S. Supreme Court rules that EPA has the authority to regulate global warming pollution, siding with EDF and its allies.

2009 EDF plays a key role in helping pass legislation in the House to cap and reduce global warming pollution.

GREEN LIGHT FOR CALIFORNIA'S BOLD CLIMATE LAW

When climate legislation stalled in the Senate this year, the battleground shifted west. Several oil companies bankrolled a ballot initiative to block California's Global Warming Solutions Act (AB32). For the first time, a global warming law was put before voters.

By a margin of 61% to 39%, EDF and allies soundly defeated the industry assault and preserved the momentum for global warming action. "With the

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Attachment 1 (Cont'd)

world's eighth largest economy, California can influence not just

national climate policy, but global policy as well," says Steve Cochran, our VP for climate.

EDF had cosponsored and helped pass the landmark 2006 law, which sets an economy-wide cap on carbon dioxide and other greenhouse gas emissions, requiring a reduction to 1990 levels by 2020.

Early on, EDF identified the defense of AB32 as a must-win battle. To support the law, we helped form a broad coalition of nonprofit groups and hundreds of businesses, chaired by former Secretary of State George Shultz and investor Tom Steyer. We also built partnerships with labor and the environmental justice community.

Misleadingly labeled the California Jobs Initiative, the campaign to kill AB32 was funded in large part by Texas oil companies that operate polluting refineries in California. EDF and its allies exposed the ruse: 97% of contributions came from oil-related companies, and 85% came from out of state.

To counter false claims that AB32 would cost jobs, EDF's sister organization, the Environmental Defense Action Fund, raised funds for TV and radio advertising. Because contributions to the Action Fund are not tax-deductible, it is free to spend on lobbying activities. "This was essential to quickly spread the truth to voters," says our West Coast political director Wade Crowfoot.

We made jobs a key part of our message. Since AB32 was enacted, clean-tech jobs in California have grown ten times faster than jobs in other sectors.

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Attachment 1 (Cont'd)

Meanwhile, we also helped preserve the ability to regulate greenhouse gases at the national level, beating back efforts by opponents in Congress to revoke EPA's authority to cut pollution under the Clean Air Act.

Having withstood the challenges, California's bold climate law goes into effect in 2012. It will spark innovation and reinvigorate the campaign for national climate action.

WEANING THE U.S. OFF FOSSIL FUELS

With the country highly dependent on dirty fossil fuels, it's clear fundamental changes are needed in our national energy policy.

For decades, EDF has been at the forefront of efforts to put the nation on a clean energy path, promoting regional climate initiatives and energy efficiency. In recent years, we helped establish vehicle pollution standards adopted by 14 states. That set the stage for tougher national standards, announced by the Obama administration, raising car fuel efficiency 40% by 2016.

We're also focusing on electricity generation, the largest source of global warming pollution. The Pecan Street Project, a smart-grid initiative developed by the City of Austin in collaboration with EDF and Austin Energy, is one of the first local efforts to transform the electric grid into an interactive network. The project rewards conservation and smoothly integrates a variety of clean energy sources like wind and solar power.

The smart grid is opening up the electric utility industry to real

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Attachment 1 (Cont'd)

innovation, much as the Internet did for communications. For Pecan Street, EDF established carbon reduction goals for investments and brought in cutting-edge companies like Cisco, GridPoint and Oracle. Officials estimate up to 30,000 clean-energy jobs could be created in Austin alone. We're now helping develop similar projects in Chicago and other cities.

15% of global warming pollution comes from tropical deforestation

CLIMATE GOALS

EDF seeks to avoid the catastrophic consequences of climate change by reducing greenhouse gas emissions and applying effective adaptation strategies.

- o Win permanent cuts in U.S. global warming pollution
- o Secure an international climate agreement
- o Help businesses hasten low-carbon innovations

THE KEY ROLE OF RAINFORESTS

The clearing and burning of tropical forests produces more greenhouse gases annually than all the world's cars and trucks combined. To make rainforests worth more alive than dead, EDF teamed up with partners in Brazil, which harbors a third of the world's rainforests. Our solution-to-award credits in the global carbon market to nations that reduce deforestation-gained traction in recent UN climate talks.

In 2010, our partners in Brazil helped win a national cap on emissions.

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Attachment 1 (Cont'd)

We also made progress by positioning rainforest countries to benefit from California's upcoming carbon market. "Avoiding deforestation is the quickest, cheapest route to achieving greenhouse gas reductions," says Dr. Stephan Schwartzman, EDF director for tropical forest policy.

CORPORATE PARTNERSHIPS

"Partnering with Environmental Defense Fund gave us environmental and business expertise in one package."

Bob Langert

McDonald's VP for Corporate Social Responsibility

SPREADING NEW IDEAS FAR AND WIDE

EDF's corporate partnerships are designed to influence not just single companies but entire industries. Consider, for example, our Climate Corps program. In 2008, EDF recruited seven adventurous MBA students, trained them in ways to improve energy efficiency and parachuted them into corporations on summer internships to put their energy detective skills to work. We then promoted their recommendations so other companies could adopt them, too.

Fast forward to the summer of 2010, when 51 Climate Corps fellows from top-ranked business schools trained with us and went to work at 47 of the biggest U.S. corporations-household names like Bloomberg, eBay, McDonald's, Pepsi, Target, Verizon and Xerox. Before the summer was over, they had found energy savings that would keep 440,000 tons of power-plant pollution out of the atmosphere annually. That would be like taking

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Attachment 1 (Cont'd)

67,000 SUVs off the road.

At AT&T, for example, Duke University student Jen Snook used \$50 lighting monitors to calculate the company could save up to 80% of the energy it used in lighting equipment rooms by darkening them when vacant.

As Climate Corps grows, our aim is to train America's next generation of executives who will lead the coming transition to a low-carbon economy.

THE BEST ADVICE MONEY CAN'T BUY

"To maintain our objectivity, we accept no funding from our corporate partners, freeing us to set more aggressive goals and spread the innovations we develop far and wide."

Gwen Ruta

VP Corporate Partnerships

EDF MILESTONES

1990 EDF's partnership with McDonald's, the first of its kind, eliminates 150,000 tons of packaging waste over ten years. Other restaurants quickly follow suit.

1997 Starbucks partners with us to reduce waste, increasing the use of reusable mugs and recycled materials.

2000 Seven of the world's largest corporations partner with EDF and set targets to reduce their greenhouse gas emissions.

2003 Citigroup partners with us to reduce paper use by its 130,000 employees.

2009 Our alliance with Walmart establishes new environmental standards

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for the company and its 100,000 suppliers.

For Fiscal Year 2010, our Corporate Partnerships work is included in the Climate and Health lines of our financial statement.

Statement of Program Service Accomplishments

Part III, Page 2 - (continued)

2. OCEANS: "Environmental Defense Fund looks for solutions rather than pointing fingers and placing blame".

Rodney Avila, New England fishery council member

WHY WE WORK ON OCEANS

"If we protect critical habitats and offer fishermen a financial stake in the health of fisheries, we can reverse the decline of the oceans and revive coastal communities."

Diane Regas

VP Oceans

EDF MILESTONES

1970 EDF efforts bring all hunted whales onto the U.S. endangered species list.

2000 Our Seafood Selector gives millions of Americans information on healthy and ocean-friendly seafood choices.

2003 EDF helps end a Congressional moratorium on market-based catch share methods to protect fisheries.

2006 EDF and allies win national monument status for the Northwestern Hawaiian Islands, creating what at the time is the largest protected area on Earth.

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2007 In the Gulf of Mexico, we help develop a catch-share program for red snapper that becomes a model for fisheries nationwide.

'CATCH SHARES' OFFER NEW HOPE FOR AMERICA'S FISHERIES

The old style of fisheries management-using tactics like ever-shorter fishing seasons-has failed to end overfishing and led to a perilous race for fish. A new approach called "catch shares" offers a solution.

In the 1940s, Monterey, CA, processed more than four million pounds of sardines a day, earning a reputation as "sardine capital of the world." Today, the canneries made famous by John Steinbeck's Cannery Row have been replaced by art galleries and T-shirt shops.

All along the West Coast, the once thriving fishing industry has been facing hard times. But change is coming. A management program for the West Coast's largest fishery-the 90 bottom-dwelling species collectively known as groundfish-will take effect on January 1, 2011, culminating seven years of work by EDF.

Under the old regulations, the West Coast groundfish catch had plunged 70% over two decades, and in 2000, the government declared the fishery a disaster. "What we were doing wasn't good for the resource and it wasn't good for us," says fourth-generation fisherman John Pennisi.

EDF proposed a different approach. Under catch shares, each trawler is assigned a percentage of the scientifically determined total allowable annual catch. No longer racing against the clock, captains can fish when it's safe and when market prices are higher. They also can be more selective, avoiding unwanted species that are usually discarded.

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"EDF won my trust and cooperation because they understand that sustainability is not just about conserving fish, it's about families who have been fishing for generations," says Geoff Bettencourt, a boat owner at Half Moon Bay.

The plan calls for observers on boats, eliminating the lack of enforcement that has long plagued fisheries. Says project director Johanna Thomas: "For the first time, fishermen will be held truly accountable for the number of fish they catch."

The momentum for catch shares rose with the success of our red snapper program in the Gulf of Mexico, which cut the accidental killing of fish 70% and improved fishery health. New England implemented a similar program this year.

"As a fishery recovers," Thomas explains, "each catch share becomes more valuable, giving fishermen a stake in the long-term health of the system." The National Oceanic and Atmospheric Administration is now urging every U.S. fishery to consider adopting catch shares.

"Without EDF, I don't think the fishing community would have learned about the science and economics of this great idea."

Brian Mose

Trawl fisherman, British Columbia

EXPANDING CATCH SHARES INTERNATIONALLY

Overfishing is a global problem, so international engagement is essential. In 2010, EDF expanded its work in the hemisphere.

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Attachment 1 (Cont'd)

Together with Mexican officials and fishermen and the World Wildlife Fund, we launched a catch-share program, focusing first on the artisanal shrimp fishery in the Gulf of California. The Gulf supplies more than half of Mexico's seafood, but is overexploited and threatened by destructive fishing practices. Under our pilot program, illegal fishing is down, prompting the Mexican government to consider the use of catch shares nationwide.

In Belize, we laid the groundwork for a catch-share program for the declining spiny lobster. This will reduce pressure on the Mesoamerican reef, the largest barrier reef in the Western Hemisphere.

We also reached agreement with officials in the United States, Mexico and Cuba on a tri-national collaboration to rebuild shark populations in the Gulf of Mexico, where large shark species, including tigers and hammerheads, have declined by 90%. It's the first such program anywhere in the world.

"Collectively, these efforts will help ensure that the region's fisheries can sustain each other and remain vital," says regional director Scott Edwards.

OCEANS GOALS

EDF seeks to protect ocean ecosystems by creating sustainable, healthy fisheries.

- o Make catch shares the standard in U.S. fisheries
- o Promote catch shares internationally
- o Protect and restore ocean habitats

OCEAN NUMBER 2 (CONTINUED)

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Attachment 1 (Cont'd)

Part III, Page 2 - (continued)

2. CONTINUED

BIRTH OF AN OCEAN REFUGE

Off America's Southeast coast, ancient deepwater corals tower like giant cathedrals. Stretching from North Carolina to Florida, the vast undersea reef is an important nursery for fisheries.

"This may be the world's largest deep-coral ecosystem," says our chief Oceans scientist Dr. Doug Rader, who has long worked to protect the reef. This year, the federal government gave final approval for a plan to protect the unique reef, parts of which are more than one million years old.

A string of five marine protected areas has been created encompassing 23,000 square miles, an area the size of West Virginia. The reef harbors a trove of biodiversity, including many species new to science. One such species, the Paramunna raderi, is named after Rader.

THE GULF COAST

"EDF's expertise in the region proved invaluable as we put together recommendations to restore the Gulf Coast."

Ray Mabus

Secretary of the Navy

A HAND IN THE RECOVERY

Long before the BP disaster or Hurricane Katrina, EDF was in Louisiana, striving to restore the state's wetlands, which are vanishing at a rate of 20 to 30 square miles a year. The losses are largely due to navigation

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Attachment 1 (Cont'd)

canals and levees, which starve wetlands of the sediment and fresh water

they need.

BP's spill made the ecological crisis worse, jeopardizing wildlife, the livelihoods of fishermen and the future of coastal communities.

In response, EDF dispatched wetlands experts and marine scientists to aid in relief efforts. Now, with BP's well capped, our overarching goal is to revive the wetlands that help protect New Orleans from hurricanes, provide habitat for wildlife and nurture the region's \$2.5 billion fishing industry.

EDF called on the Obama administration to accelerate implementation of a long-term Delta restoration plan. We also helped win House approval of \$1.2 billion to jumpstart projects.

Following our recommendations, Secretary of the Navy Ray Mabus, the administration's Gulf point person, urged Congress to create a recovery fund backed with BP penalties. President Obama issued an executive order creating a Gulf Coast Ecosystem Restoration Task Force. "As a nation, we need to reverse the collapse of the Delta, and make the Gulf Coast whole again," says our project director Paul Harrison.

HELP FOR COMMUNITIES We helped close the Mississippi River Gulf Outlet, the little-used shipping channel that funneled Hurricane Katrina's storm surge into New Orleans. We also partnered with leaders in the Lower 9th Ward and the United Houma Nation to make communities more resilient to flooding.

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Attachment 1 (Cont'd)

WETLANDS RESTORATION Since the 1930s, Louisiana has lost 2,300 square miles of wetlands, putting the coastline at risk. EDF helped design wetlands restoration projects in places like Myrtle Grove, north of Barataria Bay.

DRILLING SAFETY There are 3,500 oil rigs in the Gulf. EDF advised the Obama administration on deepwater drilling, successfully advocating stricter rules.

SCIENTIFIC EXPERTISE EDF played a key role in exposing the potential danger of chemical dispersants, which threaten vulnerable deepwater corals at the base of the Gulf food chain.

AID TO FISHERMEN Our catch-share program for snapper enabled commercial fishermen to ride out the BP crisis. We're now implementing a system to keep Gulf seafood safe.

For Fiscal Year 2010, our Gulf Coast work is included in the Ecosystems and Oceans lines of our financial statement.

TRAGEDY IN THE GULF

"This disaster didn't begin with the Deepwater Horizon explosion, and it didn't end with the capping of the well."

Elgie Holstein

EDF oil disaster response coordinator

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<u>Attachment 1 (Cont'd)</u>	

EDF MILESTONES

1973 EDF attorney Jim Tripp sues to prevent expansion of a destructive navigation channel in Terrebonne Parish.

1989 We negotiate rules requiring "turtle excluder devices" in shrimp trawls; we then help draft regulations to protect sea turtles during egg-laying season.

2000 EDF reveals that the Army Corps of Engineers is "cooking its books" to justify dubious projects that endanger wetlands; we help pass reform mandating independent review for controversial projects.

2008 We help convince EPA to block the Yazoo Pumps, a farmland creation scheme that would have destroyed 200,000 acres of wetlands in the lower Mississippi Delta.

2010 EDF creates a program to help Gulf fishermen switch to gear that minimizes harmful interaction with sea turtles.

Statement of Program Service Accomplishments

Part III, Page 2 - (continued)

3. Ecosystems: "In protecting freshwater resources, I have found EDF to be constructive, creative and highly professional problem solvers."

Jeff Kightlinger, General manager

Metropolitan Water District of Southern California

WHY WE WORK ON ECOSYSTEMS

"Working lands such as farms have tremendous potential to contribute to cleaner rivers, restored freshwater ecosystems, abundant wildlife and

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Attachment 1 (Cont'd)

secure energy supplies."

David Festa

VP Land, Water and Wildlife

EDF MILESTONES

1967 A small group of scientists forms EDF and wins a U.S. ban on DDT in 1972.

1974 Our study of Mississippi River water helps pass the Safe Drinking Water Act, establishing the first comprehensive health standards for water.

1983 We prevent construction of new dams in California by arranging that cities pay for water conservation on farms.

1995 Our Safe Harbor initiative is launched, giving landowners new incentives to save endangered species.

2010 In partnership with Texas ranchers, we help increase the known population of endangered golden-cheeked warblers by 50%.

BRINGING WATER AND LIFE BACK TO A BELOVED DELTA

The West has enough water for people and ecosystems alike, if we manage it rationally. The problem is waste. A new California law will reduce water consumption 20% by 2020, which could help a once-mighty delta recover.

The hub of California's ailing water system is the Sacramento-San Joaquin River Delta. The Delta is an ecological treasure-the largest estuary on the West Coast and the primary source of fresh water for 25 million Californians. But decades of excessive pumping and pollution have brought

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Attachment 1 (Cont'd)

it to the brink of ecological collapse.

More than half its water is diverted south and its marsh habitat is mostly gone. The resulting disappearance of Chinook salmon has led to closures of the fishery, costing the economy \$250 million annually. Meanwhile, farms and cities are unsure how much water they'll get each year.

This summer has brought hope for a solution. The California Water Resources Control Board was tasked with finding a way to provide for the state's drought-stricken farms and growing population while leaving enough water in the Delta for wildlife to thrive.

EDF had a seat at the table. Our prescription: To free up water for the environment through conservation and water marketing. Decades of leadership by Tom Graff, the late founder of our California office, had won the respect of opponents. We reached out to two big water users representing cities and agriculture-Metropolitan Water District and Westlands Water District-and worked with them to outline a sustainable water future.

Using science to build consensus, EDF biologists testified at hearings on the amount of water needed to restore wildlife habitat. Then we organized a Salmon Summit, where salmon fishermen and elected officials called for increased flows to save wild salmon runs and fishing jobs.

In August, we and our partners won reforms that solidify protection of the Delta as a fundamental goal in California water planning. The State Board recommended changes that will put more water back into the ecosystem and address toxic chemical pollution and invasive species-all

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Attachment 1 (Cont'd)

vital steps in ensuring the Delta's stabilization.

"In protecting the Delta, California is opening the door to a future of innovation and greater efficiency in the use of water," says our regional director Laura Harnish. Other Western states confronting their own water crises are keeping a close watch.

"By promoting agricultural reform and partnering with landowners to protect habitat, EDF is helping us all."

Barbara Kingsolver, Author

PARTNERS TO SAVE AMERICA'S PRAIRIES

Across the West, EDF is helping ranchers revive habitat for livestock and wildlife. Our focus in 2010 was the thousands of miles of fencing that can snare wildlife and block migration. EDF proposed a simple, affordable solution. Some unnecessary fencing is being removed, while reflective strips are being added elsewhere to help two rare prairie birds—the low-flying greater sage grouse and the lesser prairie-chicken—avoid fatal collisions with barbed wire. We teamed up with groups of ranchers and state agencies who realize that aiding the birds could avert the need for future regulation under the Endangered Species Act.

EDF also suggested raising the bottom wires of fences to allow pronghorn antelope to squeeze underneath, reopening blocked migration routes.

Antelope traverse hundreds of miles of prairie each year to reach seasonal grazing grounds. These migration corridors are becoming a lifeline for wildlife as habitat shifts due to global warming and human

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Attachment 1 (Cont'd)

population pressure.

Following EDF's research and advice, the federal Bureau of Land Management issued a directive to its field offices to make fences friendlier to wildlife. The directive applies to 170 million acres of federal land across the West.

ECOSYSTEMS GOALS

EDF seeks to preserve critical land and freshwater ecosystems for the benefit of people and wildlife.

- o Conserve land and protect endangered wildlife
- o Protect water supplies and freshwater ecosystems
- o Reduce corporate water use

BEST PRACTICES ON THE FARM

In coastal areas, fish are dying when excess nitrogen from farm fertilizer and sewage runs down rivers to the sea and creates suffocating algae blooms.

Through the On-Farm Network, EDF is working with 830 farmers in ten states to reduce fertilizer use. This benefits rivers and estuaries, protects drinking water-and saves farmers the cost of excess fertilizer.

The On-Farm Network encompasses nearly one million acres.

Around the Chesapeake Bay, Lake Erie and the upper Mississippi River basin, participating farmers have maintained crop yields while cutting fertilizer use an average of 25%. Our next step is to build this approach

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Attachment 1 (Cont'd)

into federal programs.

ECOSYSTEMS NUMBER 3 (CONTINUED)

PART III

3. CONTINUED:

CHINA

"I wish to express heartfelt thanks for your contributions to China's development."

Wen Jiabao, Premier, People's Republic of China, referring to EDF's work

AS CHINA GOES, SO GOES THE WORLD

China must be part of any solution to the world's environmental problems.

EDF is working on a variety of programs to help guide the world's most populous country to a cleaner future. "We're seeing in China a revolution in environmental thought," says Dr. Daniel Dudek, VP and founder of our program there. "And that gives us an extraordinary opportunity to help the world's largest emitter of greenhouse gases-and the world's largest consumer of energy-move swiftly toward a clean environmental future."

EDF has been deeply engaged with China since 1991, and we maintain a permanent office in Beijing.

Since much of China's pollution comes from export factories, EDF is working with Walmart to transform the manufacturing sector. (As with all our corporate partnerships, EDF accepts no payment from the company.)

Walmart's purchasing power-it uses some 30,000 Chinese suppliers-coupled with EDF technical expertise enables us to push factories to quickly

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Attachment 1 (Cont'd)

improve environmental performance. For example, compliance with China's environmental laws is required by Walmart's contracts. And new standards for the company's top 200 suppliers, which we helped create, require 20% cuts in energy use by 2012.

We also work closely with Chinese officials to help them develop the institutions they need to build a greener future, including environmental markets, strong environmental laws and the regulatory and enforcement capability to put them into action.

GREENHOUSE GAS REDUCTION EDF-designed projects have helped some 600,000 farmers generate 350,000 tons of greenhouse gas reductions, which have been sold on environmental exchanges we helped create. Farming pollution and desertification are also reduced.

AIR POLLUTION CONTROL In 1999, after EDF worked with the cities of Benxi and Nantong to cut air pollution, China asked us to help draft regulations for sulfur dioxide. In the past five years, sulfur removal capacity at coal-fired power plants has increased more than fivefold.

ENFORCEMENT EDF helped design a national water pollution law that includes stiff fines for infractions. We've also teamed up with Tsinghua University to create the Environmental Innovators Academy, which has trained almost 4,000 officials in environmental enforcement.

GREEN COMMUTING EDF's partnerships in many cities range from company

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Attachment 1 (Cont'd)

programs for commuters to the world's first low-carbon transit card,
where half the fare goes to greenhouse gas reduction projects.

ENERGY EFFICIENCY Walmart, in partnership with EDF, is working to make
steep cuts in energy use at its top suppliers, which are concentrated in
Guangdong Province.

BEIJING

"EDF brings a strong reputation and breadth of experience to protecting
China's environment."

Zhang Jianyu

Managing director, EDF China

EDF MILESTONES

1991 China invites EDF to participate in the country's first experiments
with economic incentives for pollution control.

1999 We open an office in Beijing and initiate several pilot projects to
cut air pollution.

2001 EDF is picked to help draft China's national air pollution
regulations for sulfur dioxide.

2004 China's Environmental Protection Agency asks EDF to help design ways
to improve compliance with environmental laws.

2008 Following our recommendations, China strengthens the penalties in
its Clean Water Act; our Green Commuting campaign helps clear the air in
Beijing and 19 other cities.

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Attachment 1 (Cont'd)

For Fiscal Year 2010, our China work is included in the Climate line of our financial statement.

2008 EDF leads a campaign to clean up diesel trains and ships.

PROTECTING FAMILIES FROM UNSAFE CHEMICALS

Public outrage over lead paint in toys prompted Congress to ban the use of lead in children's products in 2008. Since then, some foreign manufacturers have been substituting cadmium-another highly toxic metal-in charm bracelets and pendants sold across the United States.

Why, one might ask, would the U.S. government permit one chemical that can hinder brain development in the young to be replaced by another that poses similar risk? Cadmium ranks No. 7 on the Center for Disease Control's priority list of 275 hazardous substances.

The answer lies, in part, in the patchwork of weak consumer protection regulations. The Toxic Substances Control Act (TSCA), the nation's principal chemicals law, is so riddled with loopholes that EPA could not even ban asbestos, which has been outlawed in more than 50 countries.

EDF biochemist Dr. Richard Denison told that story to members of Congress in a July hearing about reforming the 34-year-old law.

When Congress passed TSCA in 1976, there were roughly 62,000 chemicals in use. Of those, EPA has required fewer than 300 to be tested for safety. Meanwhile, some 20,000 additional chemicals have been introduced into the marketplace. Chemicals that we know too little about are in baby bottles, pet food, toys, even our bodies.

Troubled by the low priority EPA had given to chemical safety, Denison last year began posting detailed critiques of EPA's program on his blog.

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Attachment 1 (Cont'd)

This served as a catalyst for the agency's decision shortly thereafter to replace it with a much stronger chemical safety initiative that mirrors many of Denison's recommendations.

But much more needs to be done. Currently, EPA must prove a chemical is harmful before regulating it. We helped shape legislation this year that would shift the burden of proof to industry. It would require manufacturers to provide health information for chemicals and show they're safe before using them.

To build support for strong new legislation, we helped found a coalition of 250 health and environmental groups called Safer Chemicals, Healthy Families and started a grassroots campaign called "I Am Not a Guinea Pig."

"This marks the first time in more than three decades that Congress is seriously considering legislation that can lead to comprehensive chemical safety reform," says Denison.

"EDF's leadership has been terrific. It's a voice that never stops."

Judi Shils, Founder and director

Teens Turning Green, a campaign partner

Statement of Program Service Accomplishments

Part III, Page 2 - (continued)

4. HEALTH: "EDF used its scientific expertise to expose critical flaws in America's chemicals policy. They're now leading the way toward real reform."

Beth Jordan, M.D., Medical director

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Attachment 1 (Cont'd)

Association of Reproductive Health Professionals

WHY WE WORK ON HEALTH

"Pollution and toxic chemicals take a heavy toll on public health, particularly with children. We have an opportunity to ensure the safety of chemicals and cut smokestack pollution."

Vickie Patton

EDF general counsel

EDF MILESTONES

1977 Our campaign curbs the use of the hazardous flame retardant TRIS in children's sleepwear.

1985 EDF helps convince federal regulators to phase lead out of gasoline.

1990 The Clean Air Act incorporates our market approach to cut power plant pollution. Acid rain is reduced faster and more cheaply than predicted.

2002 Top U.S. poultry suppliers cut the use of medically important antibiotics by 90% following our partnership with McDonald's and Compass Group.

SOOT AND THE CITY

In New York City, it's not uncommon to see plumes of thick, black smoke rising from some of the city's most prominent office and apartment buildings. They burn the dirtiest grade of heating oil (No. 6), which is essentially sludge.

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Attachment 1 (Cont'd)

EDF pinpointed 9,500 buildings that burn No. 6 or the next dirtiest oil, No. 4, and produced an interactive online map that reveals their addresses, edf.org/dirtybuildings. Burning these fuels creates more particulate matter, or soot, than all the city's cars and trucks combined. Soot is a major asthma trigger, and New York hospitalizes twice as many children with asthma as the national average.

When EDF learned that Mayor Bloomberg's administration was considering a cleanup plan that would take decades, our attorney Isabelle Silverman appealed to the mayor directly. She handed him a test tube filled with No. 6 oil and urged him to lead on the issue. Our campaign also unleashed a thousand emails calling for strong action.

In 2010, we scored an interim victory that cut sulfur levels in half for No. 4 oil, and the administration is now considering a phaseout of No. 6 oil. "This campaign unites science and public activism," says our regional director Andy Darrell. We're now working on incentives to speed the transition to cleaner fuels.

HEALTH GOALS

EDF seeks to safeguard human health by reducing environmental threats, including toxic chemicals and pollution.

- o Reform U.S. toxic chemicals policy
- o Safeguard human health through innovation in retail supply chains
- o Cut air pollution from coal plants and ships by 75%

CLEANING UP DIRTY POWER PLANTS

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Attachment 1 (Cont'd)

Dirty coal-fired power plants in 31 Eastern states could soon be a lot cleaner, thanks to strict new limits on pollution that EDF is helping bring into effect. In response to a Court of Appeals ruling, EPA proposed stricter limits that would cut sulfur dioxide by 71% and nitrogen oxides by 52%. The regulations would save up to 36,000 lives a year.

"Power plants are the nation's single largest emitter of these harmful pollutants," says EDF general counsel Vickie Patton. "Stronger action to cut power plant pollution will mean healthier, longer lives for millions of Americans." Patton helped guide EPA in setting the tough new standards.

THE CHEMICALS DATA GAP

EPA has required testing on fewer than one in every 200 chemicals that were in use when the nation's chemicals law passed in 1976.

Attachment 2FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

Mexico

Cayman Islands

Attachment 3FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CT,

FL, GA, IL, KS, KY, LA, ME, MD, MA, MI,

MN, MS, NH, NJ, NY, NC, ND, OH, OK, OR, PA,

RI, SC, TN, UT, VA, WA, WV, WI,

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Attachment 4

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
DICKSTEIN SHAPIRO LLP P O BOX 759110 BALTIMORE, MD 21275-9110	LEGAL SERVICES	278,213.
K&L GATES LLP 1601 K STREET NW WASHINGTON, DC 20006	LEGAL SERVICES	231,739.
SURE HARVEST 2901 PARK AVENUE #A2 SOQUEL, CA 95073	CONSULTING SERVICES	348,410.
CYNTHIA KOEHLER 838 MARIN DRIVE MILL VALLEY, CA 94941	ENVIRON CONSULTING	209,704.
ECO ANALYTICS, LLP 545 VEREDA DEL CIERVO GOLETA, CA 93117	DESIGN&DATA ANALY	192,000.
TOTAL COMPENSATION		<u>1,260,066.</u>

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **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.**

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

Environmental Defense Fund, Inc.

Employer identification number

11-6107128

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on 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
ENVIRONMENTAL DEFENSE ACTION FUND, INC. 90-0080500 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NAT RES CONSV	DE	501(C)(4)		EDF
CALIFORNIA FISHERIES FUND, INC. 26-0873741 123 MISSION STREET SAN FRANCISCO, CA 94105	REV LOAN FND	CA	509 (a)(3)	501(C)(3)	EDF
ENVIRONMENTAL DEFENSE FUND DE MEXICO, AC CALLE REVOLUCION 345 LAPAZ, MEXICO MX	OCEAN PROG	MX			EDF

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

Schedule R (Form 990) 2009

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

Table with 10 main columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Predominant income; (f) Share of total income; (g) Share of end-of-year assets; (h) Disproportionate allocations? (Yes/No); (i) Code V-UBI amount; (j) General or managing partner? (Yes/No).

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

Table with 8 main columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Type of entity; (f) Share of total income; (g) Share of end-of-year assets; (h) Percentage ownership.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 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 other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)	X	
e Loans or loan guarantees by other organization(s)	X	
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets	X	
n Sharing of paid employees	X	
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		
r Other transfer of cash or property from other 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-r)	(c) Amount involved
(1) ENVIRONMENTAL DEFENSE ACTION FUND, INC	B	450,000.
(2) ENVIRONMENTAL DEFENSE ACTION FUND, INC	M, N	914,843.
(3) ENVIRONMENTAL DEFENSE ACTION FUND, INC	E	6,685,963.
(4) CALIFORNIA FISHERIES FUND, INC	B	50,000.
(5) CALIFORNIA FISHERIES FUND, INC	D	228,475.
(6) CALIFORNIA FISHERIES FUND, INC	M, N	124,294.

