

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

**A For the 2011 calendar year, or tax year beginning** **OCT 1, 2011** **and ending** **SEP 30, 2012**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> <b>EARTHWATCH INSTITUTE, INC.</b> Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>114 WESTERN AVENUE</b> City or town, state or country, and ZIP + 4 <b>BOSTON, MA 02134</b> <b>F Name and address of principal officer: ARCOTT MAHESH</b> <b>SAME AS C ABOVE</b>	<b>D Employer identification number</b> <b>23-7168440</b> <b>E Telephone number</b> <b>800-776-0188</b> <b>G Gross receipts \$</b> <b>9,494,776.</b> <b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c) Group exemption number</b> ▶
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J Website:</b> ▶ <b>WWW.EARTHWATCH.ORG</b>		
<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L Year of formation:</b> <b>1972</b> <b>M State of legal domicile:</b> <b>MA</b>

<b>Part I Summary</b>			
	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>EARTHWATCH INSTITUTE IS A LEADER IN CITIZEN SCIENCE AND ENGAGES PEOPLE WORLDWIDE IN SCIENTIFIC FIELD</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
<b>Activities &amp; Governance</b>	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) .....	<b>3</b>	15
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) .....	<b>4</b>	15
	<b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a) .....	<b>5</b>	69
	<b>6</b> Total number of volunteers (estimate if necessary) .....	<b>6</b>	1371
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 .....	<b>7a</b>	0.
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 .....	<b>7b</b>	0.
<b>Revenue</b>		<b>Prior Year</b>	<b>Current Year</b>
	<b>8</b> Contributions and grants (Part VIII, line 1h) .....	9,668,454.	8,308,689.
	<b>9</b> Program service revenue (Part VIII, line 2g) .....	0.	0.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....	166,853.	-73,342.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....	44,269.	17,452.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....	9,879,576.	8,252,799.
<b>Expenses</b>			
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....	2,208,812.	2,689,891.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....	0.	0.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....	3,916,003.	3,631,683.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....	0.	0.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>397,546.</b>		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....	3,890,615.	2,840,655.
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....	10,015,430.	9,162,229.
	<b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....	-135,854.	-909,430.
<b>Net Assets or Fund Balances</b>		<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16) .....	6,664,235.	5,861,848.
	<b>21</b> Total liabilities (Part X, line 26) .....	1,537,163.	1,299,851.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....	5,127,072.	4,561,997.

<b>Part II Signature Block</b>					
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.					
<b>Sign Here</b>	▶ Signature of officer	Date			
	▶ <b>ARCOTT MAHESH, INTERNATIONAL CFO</b>				
	Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>MATTHEW TROIANO, CPA</b>	<b>MATTHEW TROIANO, CPA</b>	<b>08/02/13</b>		<b>P01263939</b>
	Firm's name ▶ <b>ALEXANDER, ARONSON, FINNING &amp; CO., P.C.</b>	Firm's EIN ▶ <b>04-2571780</b>			
	Firm's address ▶ <b>21 EAST MAIN STREET</b> <b>WESTBOROUGH, MA 01581</b>	Phone no. <b>508-366-9100</b>			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: EARTHWATCH INSTITUTE ENGAGES PEOPLE WORLDWIDE IN SCIENTIFIC FIELD RESEARCH AND EDUCATION TO PROMOTE THE UNDERSTANDING AND ACTION NECESSARY FOR A SUSTAINABLE ENVIRONMENT. SINCE 1971, EARTHWATCH HAS EMPOWERED PEOPLE OF ALL AGES AND WALKS OF LIFE TO CONTRIBUTE TO

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

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

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

4a (Code: ) (Expenses \$ 7,451,579. including grants of \$ 2,689,891. ) (Revenue \$ 6,751. ) PUBLIC PROGRAM:

EARTHWATCH'S PUBLIC PROGRAM INVOLVES A GLOBAL COMMUNITY OF RESEARCHERS, CONSERVATION VOLUNTEERS, EDUCATORS, STUDENTS, NGO'S AND BUSINESSES WORKING TOGETHER TOWARD A SUSTAINABLE ENVIRONMENT. THROUGH ITS EXPEDITIONS, EARTHWATCH ENGAGES INDIVIDUALS IN HANDS-ON ENVIRONMENTAL RESEARCH ALONGSIDE LEADING SCIENTISTS, WHERE THEY ACTIVELY PARTICIPATE IN RESEARCH THAT CONTRIBUTES TO THE UNDERSTANDING OF ENVIRONMENTAL CHALLENGES. THE PROGRAM SUPPORTS OVER 60 FIELD RESEARCH PROJECTS ACROSS NEARLY 40 COUNTRIES. OF THE \$10 MILLION IN ANNUAL REVENUE EARTHWATCH U.S. RAISES, APPROXIMATELY \$4 MILLION RELATES TO THE EARTHWATCH PUBLIC PROGRAM. OVER 2600 PEOPLE PARTICIPATED ON EARTHWATCH

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 7,451,579.

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? .....	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> .....		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> .....	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> .....		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> .....		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> .....	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> .....	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> .....		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a	Did the organization maintain an office, employees, or agents outside of the United States? .....	X	
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> .....	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....	X	
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> .....		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
<b>22</b> 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	
<b>23</b> 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	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> 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>b</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
<b>26</b> 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
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</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
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>30</b> 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
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> 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
<b>33</b> 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	
<b>34</b> 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
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>36 Section 501(c)(3) organizations.</b> 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
<b>37</b> 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
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question number, description, sub-questions (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, Form W-3, foreign accounts, 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.

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

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	15	
<b>1b</b>	Enter the number of voting members included in line 1a, above, who are independent	15	
<b>2</b>	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
<b>3</b>	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
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b>	Did the organization have members or stockholders?		X
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
<b>7b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8a</b>	The governing body?	X	
<b>8b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>9</b>	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.)

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates?		X
<b>10b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>11b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>12b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>12c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
<b>13</b>	Did the organization have a written whistleblower policy?	X	
<b>14</b>	Did the organization have a written document retention and destruction policy?	X	
<b>15</b>	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?		
<b>15a</b>	The organization's CEO, Executive Director, or top management official	X	
<b>15b</b>	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b>	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
<b>16b</b>	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **MA, AK, AZ, AR, CA, CT, DC, FL, GA, HI, IL, KS**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **LARRY STAUB - (978) 450-1211**  
**114 WESTERN AVENUE, BOSTON, MA 02134**

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WHITNEY L. JOHNSON CHAIRMAN	1.00	X		X			0.	0.	0.	
(2) AMY RUTH BORUN MEMBER	1.00	X					0.	0.	0.	
(3) RICHARD M. BURNES, JR. MEMBER	1.00	X					0.	0.	0.	
(4) GEORGE A. EBERSTADT MEMBER	1.00	X					0.	0.	0.	
(5) G. KEITH FUNSTON, JR. TREASURER	1.00	X		X			0.	0.	0.	
(6) GARY F. GOLDRING MEMBER	1.00	X					0.	0.	0.	
(7) DONALD R. KENDALL, JR. MEMBER	1.00	X					0.	0.	0.	
(8) DR. MARGARET D. LOWMAN MEMBER	1.00	X					0.	0.	0.	
(9) DR. WILLIAM R. MOOMAW MEMBER	1.00	X					0.	0.	0.	
(10) DR. DANIEL I. RUBENSTEIN MEMBER	1.00	X					0.	0.	0.	
(11) KAREN D. ZUKERMAN MEMBER	1.00	X					0.	0.	0.	
(12) RUTH C. SCHEER VICE CHAIR	1.00	X		X			0.	0.	0.	
(13) ALEXANDRA GOLET MEMBER	1.00	X					0.	0.	0.	
(14) KEVIN J. ANTON MEMBER	1.00	X					0.	0.	0.	
(15) SAMUEL M. HAMILL, JR. MEMBER	1.00	X					0.	0.	0.	
(16) EDWARD WILSON PRESIDENT & CEO	40.00			X			199,087.	0.	12,139.	
(17) ARCOTT MAHESH INTERNATIONAL CFO	20.00			X			62,400.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) LISA CAMPBELL SECRETARY	40.00			X				51,637.	0.	8,319.
(19) MARK CHANDLER INT'L DIR. OF RESEARCH	40.00					X		112,868.	0.	5,938.
(20) CYNTHIA ZILCH CHIEF DEVELOPMENT OFFICER	40.00					X		150,240.	0.	6,563.
(21) JAMES FRY INT'L DIR. OF VOLUNTEER OU	40.00					X		102,411.	0.	8,493.
(22) DENISE TRAPANI DIRECTOR OF MAJOR GIFTS	40.00					X		121,401.	0.	5,167.
(23) TERESA BYRNES CHIEF MARKETING OFFICER	40.00					X		141,740.	0.	5,216.
<b>1b Sub-total</b> .....								941,784.	0.	51,835.
<b>c Total from continuation sheets to Part VII, Section A</b> .....								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b> .....								941,784.	0.	51,835.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **6**

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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

**Part VIII Statement of Revenue**

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>					
	<b>b</b> Membership dues	<b>1b</b>					
	<b>c</b> Fundraising events	<b>1c</b>					
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 8308689.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$						
	<b>h Total.</b> Add lines 1a-1f		8308689.				
	<b>Program Service Revenue</b>	<b>2 a</b>	Business Code				
<b>b</b>							
<b>c</b>							
<b>d</b>							
<b>e</b>							
<b>f</b> All other program service revenue							
<b>g Total.</b> Add lines 2a-2f							
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		46,597.			46,597.	
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	(i) Real					
		(ii) Personal					
		<b>b</b> Less: rental expenses					
		<b>c</b> Rental income or (loss)					
	<b>d</b> Net rental income or (loss)						
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		<b>b</b> Less: cost or other basis and sales expenses					
		<b>c</b> Gain or (loss)					
	<b>d</b> Net gain or (loss)		-119,939.			-119,939.	
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b>	52,773.				
		<b>b</b> Less: direct expenses	<b>b</b>	42,072.			
<b>c</b> Net income or (loss) from fundraising events			10,701.			10,701.	
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>						
	<b>b</b> Less: direct expenses	<b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities						
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>						
	<b>b</b> Less: cost of goods sold	<b>b</b>					
	<b>c</b> Net income or (loss) from sales of inventory						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11 a</b> MISCELLANEOUS INCOME	900099	6,751.	6,751.				
<b>b</b>							
<b>c</b>							
<b>d</b> All other revenue							
<b>e Total.</b> Add lines 11a-11d		6,751.					
<b>12 Total revenue.</b> See instructions.		8252799.	6,751.	0.	-62,641.		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	633,613.	633,613.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	297,840.	297,840.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	1,758,438.	1,758,438.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	367,711.	66,916.	153,580.	147,215.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,718,299.	2,122,410.	564,134.	31,755.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	209,410.	109,760.	60,645.	39,005.
10 Payroll taxes	336,263.	210,504.	60,127.	65,632.
11 Fees for services (non-employees):				
a Management				
b Legal	23,485.	4,862.	18,623.	
c Accounting	58,128.	5,032.	53,096.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	790,418.	633,404.	140,443.	16,571.
12 Advertising and promotion	21,318.	18,603.	2,715.	
13 Office expenses	381,457.	286,070.	69,655.	25,732.
14 Information technology	21,372.		21,372.	
15 Royalties				
16 Occupancy	236,807.	173,228.	46,516.	17,063.
17 Travel	425,842.	304,842.	76,424.	44,576.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	10,237.		10,237.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	59,539.	42,685.	12,269.	4,585.
23 Insurance	136,215.	121,750.	10,530.	3,935.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>PROGRAM EXPENSES</b>	523,548.	510,908.	12,172.	468.
b <b>CANCELLATION OF GRANT</b>	127,769.	127,769.		
c <b>MISCELLANEOUS</b>	19,070.	19,070.		
d <b>DUES AND SUBSCRIPTIONS</b>	5,450.	3,875.	566.	1,009.
e All other expenses				
25 <b>Total functional expenses.</b> Add lines 1 through 24e	9,162,229.	7,451,579.	1,313,104.	397,546.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	735,919.	<b>1</b>	220,706.	
	<b>2</b> Savings and temporary cash investments .....	3,734.	<b>2</b>	3,737.	
	<b>3</b> Pledges and grants receivable, net .....	3,268,066.	<b>3</b>	2,659,095.	
	<b>4</b> Accounts receivable, net .....		<b>4</b>		
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>		
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		<b>6</b>		
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>		
	<b>8</b> Inventories for sale or use .....		<b>8</b>		
	<b>9</b> Prepaid expenses and deferred charges .....	149,514.	<b>9</b>	94,448.	
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 1,868,105.			
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 1,799,447.	111,302.	<b>10c</b> 68,658.	
	<b>11</b> Investments - publicly traded securities .....	1,705,002.	<b>11</b>	2,179,343.	
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>		
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>		
	<b>14</b> Intangible assets .....		<b>14</b>		
	<b>15</b> Other assets. See Part IV, line 11 .....	690,698.	<b>15</b>	635,861.	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	6,664,235.	<b>16</b>	5,861,848.		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	578,652.	<b>17</b>	617,231.	
	<b>18</b> Grants payable .....		<b>18</b>		
	<b>19</b> Deferred revenue .....	958,511.	<b>19</b>	682,620.	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>		
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>		
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>		
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>		
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>		
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		<b>25</b>		
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	1,537,163.	<b>26</b>	1,299,851.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
	<b>27</b> Unrestricted net assets .....	-1,407,236.	<b>27</b>	-571,449.	
	<b>28</b> Temporarily restricted net assets .....	4,992,932.	<b>28</b>	3,570,984.	
	<b>29</b> Permanently restricted net assets .....	1,541,376.	<b>29</b>	1,562,462.	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>		
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>		
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>		
	<b>33</b> Total net assets or fund balances .....	5,127,072.	<b>33</b>	4,561,997.	
<b>34</b> Total liabilities and net assets/fund balances .....	6,664,235.	<b>34</b>	5,861,848.		

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,252,799.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,162,229.
3	Revenue less expenses. Subtract line 2 from line 1	3	-909,430.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,127,072.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	344,355.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	4,561,997.

**Part XII Financial Statements and Reporting**

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	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.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	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.		

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

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2011**

Open to Public Inspection

Name of the organization <b>EARTHWATCH INSTITUTE, INC.</b>	Employer identification number <b>23-7168440</b>
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	<b>11g(i)</b>	
(ii) A family member of a person described in (i) above? .....	<b>11g(ii)</b>	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	<b>11g(iii)</b>	
- h Provide the following information about the supported organization(s).

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

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	11,047,899.	7,905,109.	7,952,618.	9,668,454.	8,308,689.	44,882,769.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	11,047,899.	7,905,109.	7,952,618.	9,668,454.	8,308,689.	44,882,769.
<b>5</b> 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) .....						5,753,337.
<b>6 Public support.</b> Subtract line 5 from line 4.						39,129,432.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>7</b> Amounts from line 4 .....	11,047,899.	7,905,109.	7,952,618.	9,668,454.	8,308,689.	44,882,769.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	102,977.	67,173.	47,052.	70,066.	46,597.	333,865.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	36,157.	91,281.	109,570.	44,269.	17,452.	298,729.
<b>11 Total support.</b> Add lines 7 through 10						45,515,363.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13 First five years.</b> 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 <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	85.97 %
<b>15</b> Public support percentage from 2010 Schedule A, Part II, line 14 .....	<b>15</b>	75.67 %
<b>16a 33 1/3% support test - 2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>	
<b>b 33 1/3% support test - 2010.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2011.</b> 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 <b>stop here.</b> 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>b 10% -facts-and-circumstances test - 2010.</b> 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 <b>stop here.</b> 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>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>	

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

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

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

**Section D. Computation of Investment Income Percentage**

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

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

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

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

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

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

OMB No. 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization

**EARTHWATCH INSTITUTE, INC.**

Employer identification number

**23-7168440**

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education)       Preservation of an historically important land area

Protection of natural habitat       Preservation of a certified historic structure

Preservation of open space

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

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ..... ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X ..... ▶ \$ \_\_\_\_\_

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange programs
  - e  Other \_\_\_\_\_

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

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

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

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

	Amount
c Beginning balance	<b>1c</b>
d Additions during the year	<b>1d</b>
e Distributions during the year	<b>1e</b>
f Ending balance	<b>1f</b>

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,531,078.	1,075,698.	966,935.	970,529.	
b Contributions		495,074.			
c Net investment earnings, gains, and losses	188,826.	-29,904.	108,763.	-3,594.	
d Grants or scholarships					
e Other expenditures for facilities and programs		9,790.			
f Administrative expenses					
g End of year balance	1,719,904.	1,531,078.	1,075,698.	966,935.	

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

- a Board designated or quasi-endowment  \_\_\_\_\_ %
- b Permanent endowment  90.85 %
- c Temporarily restricted endowment  9.15 %

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

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		31,924.	13,303.	18,621.
d Equipment		684,702.	649,384.	35,318.
e Other		1,151,479.	1,136,760.	14,719.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				68,658.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other .....		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

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

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

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

(a) Description	(b) Book value
(1) LEASE DEPOSIT	25,000.
(2) INTANGIBLE ASSETS	66,895.
(3) INTEREST IN INSURANCE POLICY CONTRACTS	423,759.
(4) DUE FROM AFFILIATES, NET	120,207.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	<b>635,861.</b>

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶		

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

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	8,252,799.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	9,162,229.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-909,430.
4	Net unrealized gains (losses) on investments	4	344,355.
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	344,355.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-565,075.

**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	8,534,385.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	344,355.
b	Donated services and use of facilities	2b	65,000.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	-127,769.
e	Add lines 2a through 2d	2e	281,586.
3	Subtract line 2e from line 1	3	8,252,799.
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	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	8,252,799.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	9,099,460.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	65,000.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	65,000.
3	Subtract line 2e from line 1	3	9,034,460.
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	127,769.
c	Add lines 4a and 4b	4c	127,769.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	9,162,229.

**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.

**PART V, LINE 4: EARTHWATCH'S ENDOWMENT ASSETS ARE INVESTED IN A MANNER**

**THAT IS INTENDED TO PRODUCE LONG-TERM YIELDS WHILE ASSUMING A CONSERVATIVE RISK. THE ENDOWMENT ASSETS ARE USED TO GENERATE INCOME, BASED ON AN APPROVED SPENDING POLICY OF THE BOARD USED TO SUPPORT PROGRAM AND ADMINISTRATIVE ACTIVITIES OF EARTHWATCH.**

**PART X, LINE 2: EARTHWATCH FOLLOWS THE ACCOUNTING FOR UNCERTAINTY IN**

**INCOME TAXES STANDARD, WHICH REQUIRES EARTHWATCH TO REPORT UNCERTAIN TAX**

**Part XIV** Supplemental Information (continued)

POSITIONS, RELATED INTEREST AND PENALTIES, AND TO ADJUST ITS ASSETS AND  
 LIABILITIES RELATED TO UNRECOGNIZED TAX BENEFITS AND ACCRUED INTEREST AND  
 PENALTIES ACCORDINGLY. AS OF SEPTEMBER 30, 2012, EARTHWATCH DETERMINED  
 THAT THERE ARE NO MATERIAL UNRECOGNIZED TAX BENEFITS TO REPORT. NO INCOME  
 TAX PROVISION HAS BEEN INCLUDED IN THE ACCOMPANYING FINANCIAL STATEMENTS.  
 EARTHWATCH IS SUBJECT TO AUDIT BY TAX AUTHORITIES. EARTHWATCH BELIEVES  
 THAT THEY HAVE APPROPRIATE SUPPORT FOR THE POSITIONS TAKEN ON THEIR  
 INFORMATION RETURNS.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CANCELLATION OF GRANT	-127,769.
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PART XIII, LINE 4B - OTHER ADJUSTMENTS:

CANCELLATION OF GRANT	127,769.
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**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

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

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization **EARTHWATCH INSTITUTE, INC.** Employer identification number **23-7168440**

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN	1	1	PROGRAM SERVICES	RESEARCH, EDUCATION, ENGAGEMENT	93,094.
SOUTH AMERICA	1	4	PROGRAM SERVICES	RESEARCH, EDUCATION, ENGAGEMENT	258,092.
<b>3 a</b> Sub-total .....	2	5			351,186.
<b>b</b> Total from continuation sheets to Part I .....	0	0			0.
<b>c Totals</b> (add lines 3a and 3b) .....	2	5			351,186.

**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  Part II can be duplicated if additional space is needed.

<b>1</b> <b>(a)</b> Name of organization	<b>(b)</b> IRS code section and EIN (if applicable)	<b>(c)</b> Region	<b>(d)</b> Purpose of grant	<b>(e)</b> Amount of cash grant	<b>(f)</b> Manner of cash disbursement	<b>(g)</b> Amount of non-cash assistance	<b>(h)</b> Description of non-cash assistance	<b>(i)</b> Method of valuation (book, FMV, appraisal, other)
		SOUTH AMERICA - ARGENTINA, BOLIVIA,	PRINCIPAL INVESTIGATOR	292829	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND) -	PRINCIPAL INVESTIGATOR	152824	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA - ANGOLA,	PRINCIPAL INVESTIGATOR	154449	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN -	PRINCIPAL INVESTIGATOR	160911	WIRE TRANSFER	0.		
		NORTH AMERICA - CANADA AND MEXICO, BUT	PRINCIPAL INVESTIGATOR	101217	WIRE TRANSFER	0.		
		EAST ASIS AND PACIFIC / CHINA	PRINCIPAL INVESTIGATOR	179575	WIRE TRANSFER	0.		

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

**3** Enter total number of other organizations or entities

**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
PRINCIPAL INVESTIGATOR	CENTRAL AMERICA AND THE CARIBBEAN -	2	40,574.	WIRE TRANSFER	0.		
PRINCIPAL INVESTIGATOR	EUROPE (INCLUDING ICELAND & GREENLAND) -	8	444561.	WIRE TRANSFER	0.		
PRINCIPAL INVESTIGATOR	NORTH AMERICA - CANADA AND MEXICO, BUT	2	142722.	WIRE TRANSFER	0.		
PRINCIPAL INVESTIGATOR	SOUTH AMERICA - ARGENTINA, BOLIVIA,	1	51,495.	WIRE TRANSFER	0.		
PRINCIPAL INVESTIGATOR	SUB-SAHARAN AFRICA - ANGOLA,	2	37,281.	WIRE TRANSFER	0.		

**Part IV Foreign Forms**

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

**Part V Supplemental Information**

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

**SCHEDULE F, PART I, LINE 2: 1. RECEIVE BOTH SOLICITED AND UNSOLICITED PRELIMINARY APPLICATIONS FROM THE SCIENCE COMMUNITY**

- APPLICATIONS, INCLUDING DRAFT BUDGET, ARE REVIEWED AND EVALUATED ON A ROLLING BASIS

- INITIAL BUSINESS REVIEW BY FIELD MANAGEMENT, RESEARCH, DEVELOPMENT/CORPORATE PROGRAMS, VOLUNTEER PROGRAMS, ENGAGEMENT, AND FINANCE DEPARTMENTS; RECOMMENDATION SUBMITTED WHICH IS ACCEPTED OR REJECTED BY THE INTERNATIONAL EXECUTIVE TEAM.

- IF DECISION IS TO INVITE FULL PROPOSAL, WE INVITE THE SCIENTIST TO SUBMIT A DETAILED PROPOSAL.

- UPON RECEIPT OF PROPOSAL, IT IS SENT TO BE EXTERNALLY REVIEWED TO ESTABLISH SCIENTIFIC WORTH (SOME EXCEPTIONS)

- BUDGET AND ALL FIELDING DETAILS ARE CONFIRMED

- FINAL DETAILS APPROVED BY INTERNAL REVIEW COMMITTEE (IF RECOMMEND TO REJECT AT THIS POINT, MUST GO BACK TO THE INTERNATIONAL EXECUTIVE TEAM)

**2. SELECTED GRANTEES ARE NOTIFIED**

**3. PAYMENTS MADE TO GRANTEES PER BUDGET AND TIMELINE OF PROJECTS**

**4. AT END OF FIELD SEASON, GRANTEE REQUIRED TO SUBMIT RECEIPTS TO DOCUMENT SPENDING OF FUNDS**

**5. BUDGETS AND FIELDING DETAILS ARE RE-EVALUATED AND APPROVED ON A YEARLY BASIS.**

**6. PROJECTS RE-SUBMIT A SCIENTIFIC PROPOSAL EVERY 3-5 YEARS (SOME EXCEPTIONS)**



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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		NEW YORK CITY EVENT (event type)	BEAT THE HEAT (event type)	NONE (total number)	
Revenue	<b>1</b> Gross receipts .....	51,060.	1,713.		52,773.
	<b>2</b> Less: Charitable contributions .....				
	<b>3</b> Gross income (line 1 minus line 2) .....	51,060.	1,713.		52,773.
Direct Expenses	<b>4</b> Cash prizes .....				
	<b>5</b> Noncash prizes .....				
	<b>6</b> Rent/facility costs .....				
	<b>7</b> Food and beverages .....	23,500.			23,500.
	<b>8</b> Entertainment .....	3,229.			3,229.
	<b>9</b> Other direct expenses .....	12,238.	3,105.		15,343.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) .....				( 42,072 )
	<b>11</b> Net income summary. Combine line 3, column (d), and line 10 .....				10,701.

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

**9** Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
**a** Is the organization licensed to operate gaming activities in each of these states?  Yes  No  
**b** If "No," explain: \_\_\_\_\_

**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No  
**b** If "Yes," explain: \_\_\_\_\_

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

<b>13a</b>		%
<b>13b</b>		%

**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?  Yes  No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_.
- c** If "Yes," enter name and address of the third party:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

**16** Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Director/officer       Employee       Independent contractor

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

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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No. 1545-0047

**2011**

**Open to Public  
Inspection**

Name of the organization

**EARTHWATCH INSTITUTE, INC.**

Employer identification number

**23-7168440**

**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. Part II can be duplicated if additional space is needed

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
ARCHOSAUR FOUNDATION- DEREK MAIN 3009 WINGREN RD IRVING, TX 75062	45-2679972		41,530.	0.			PRINCIPAL INVESTIGATOR
BIODIVERSITY RESEARCH INSTITUTE 19 FLAGGY MEADOW RD GORHAM, ME 02038	01-0515381		44,444.	0.			PRINCIPAL INVESTIGATOR
CAPE ELEUTHERA INSTITUTE P O BOX 5910 PRINCETON, NJ 08543	31-1591503		22,900.	0.			PRINCIPAL INVESTIGATOR
DREXEL UNIVERSITY 3201 ARCH ST, SUITE 100 PHILADELPHIA, PA 19104	23-1532630		47,741.	0.			PRINCIPAL INVESTIGATOR
MICHAEL JOHNSON LLC 632 CANTRILL DR DAVIS, CA 95618	20-5147757		12,078.	0.			PRINCIPAL INVESTIGATOR
PRINCETON UNIVERSITY PRINCETON PRINCETON, NJ 08544	21-0634501		40,106.	0.			PRINCIPAL INVESTIGATOR

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

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

Schedule I (Form 990) (2011)

**Part II** 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
PURDUE UNIVERSITY 2101 EAST COLISEUM BLVD FORT WAYNE, IN 46805	35-6002041		19,520.	0.			PRINCIPAL INVESTIGATOR
SMITHSONIAN INSTITUTION P O BOX 37012 WASHINGTON, DC 20013	53-0206027		146,907.	0.			PRINCIPAL INVESTIGATOR
TETON SCIENCE SCHOOLS 700 COYOTE CANYON RD JACKSON, WY 83001	83-0219163		66,352.	0.			PRINCIPAL INVESTIGATOR
THE RESEARCH FOUNDATION OF NY P O BOX 9 ALBANY, NY 12201-0009	14-1368361		63,348.	0.			PRINCIPAL INVESTIGATOR
UNIVERSITY OF REDLANDS 1200 E COTTON AVE REDLANDS, CA 92373	95-1643389		50,190.	0.			PRINCIPAL INVESTIGATOR
UNIVERSITY OF VERMONT 85 S PROSPECT STREET BURLINGTON, VT 05405	03-0179440		21,988.	0.			PRINCIPAL INVESTIGATOR
VALLES CALDERA TRUST P O BOX 359 JEMEZ SPRING, NM 87501	03-0433680		39,768.	0.			PRINCIPAL INVESTIGATOR
WIDECASST INC. 1348 RUSTIC VIEW DR BALLWIN, MO 63011	33-0751451		6,000.	0.			PRINCIPAL INVESTIGATOR

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
PRINCIPAL INVESTIGATOR	40	277,921.	0.		
COMMUNITY ACTION AWARD	10	19,919.	0.		

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

SCHEDULE I, PART I, LINE 2: 1. RECEIVE BOTH SOLICITED AND UNSOLICITED

PRELIMINARY APPLICATIONS FROM THE SCIENCE COMMUNITY

- APPLICATIONS, INCLUDING DRAFT BUDGET, ARE REVIEWED AND EVALUATED ON A

ROLLING BASIS

- INITIAL BUSINESS REVIEW BY FIELD MANAGEMENT, RESEARCH,

DEVELOPMENT/CORPORATE PROGRAMS, VOLUNTEER PROGRAMS, ENGAGEMENT, AND FINANCE

DEPARTMENTS; RECOMMENDATION SUBMITTED WHICH IS ACCEPTED OR REJECTED BY THE

INTERNATIONAL EXECUTIVE TEAM.

- IF DECISION IS TO INVITE FULL PROPOSAL, WE INVITE THE SCIENTIST TO SUBMIT

**Part IV** Supplemental Information

A DETAILED PROPOSAL.

- UPON RECEIPT OF PROPOSAL, IT IS SENT TO BE EXTERNALLY REVIEWED TO ESTABLISH SCIENTIFIC WORTH (SOME EXCEPTIONS)

- BUDGET AND ALL FIELDING DETAILS ARE CONFIRMED

- FINAL DETAILS APPROVED BY INTERNAL REVIEW COMMITTEE (IF RECOMMEND TO REJECT AT THIS POINT, MUST GO BACK TO THE INTERNATIONAL EXECUTIVE TEAM)

2. SELECTED GRANTEES ARE NOTIFIED

3. PAYMENTS MADE TO GRANTEES PER BUDGET AND TIMELINE OF PROJECTS

4. AT END OF FIELD SEASON, GRANTEE REQUIRED TO SUBMIT RECEIPTS TO DOCUMENT SPENDING OF FUNDS

5. BUDGETS AND FIELDING DETAILS ARE RE-EVALUATED AND APPROVED ON A YEARLY BASIS.

6. PROJECTS RE-SUBMIT A SCIENTIFIC PROPOSAL EVERY 3-5 YEARS (SOME EXCEPTIONS)

**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

**2011**

Open to Public Inspection

Name of the organization

**EARTHWATCH INSTITUTE, INC.**

Employer identification number

**23-7168440**

**Part I Questions Regarding Compensation**

	Yes	No								
<p><b>1a</b> 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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input 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)		
<input type="checkbox"/> First-class or charter travel	<input 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)									
<p><b>b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....</p>	<b>1b</b>									
<p><b>2</b> 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? .....</p>	<b>2</b>									
<p><b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p><b>4</b> 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:</p> <p><b>a</b> Receive a severance payment or change-of-control payment? .....</p> <p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....</p> <p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	<b>4a</b>	<b>X</b>								
	<b>4b</b>	<b>X</b>								
	<b>4c</b>	<b>X</b>								
<p><b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b></p> <p><b>5</b> 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:</p> <p><b>a</b> The organization? .....</p> <p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	<b>5a</b>	<b>X</b>								
	<b>5b</b>	<b>X</b>								
<p><b>6</b> 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:</p> <p><b>a</b> The organization? .....</p> <p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	<b>6a</b>	<b>X</b>								
	<b>6b</b>	<b>X</b>								
<p><b>7</b> 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 .....</p>	<b>7</b>	<b>X</b>								
<p><b>8</b> Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....</p>	<b>8</b>	<b>X</b>								
<p><b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....</p>	<b>9</b>									

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

Schedule J (Form 990) 2011

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 EDWARD WILSON	(i)	199,087.	0.	0.	0.	12,139.	211,226.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 CYNTHIA ZILCH	(i)	150,240.	0.	0.	0.	6,563.	156,803.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

EARTHWATCH INSTITUTE, INC.

Employer identification number

23-7168440

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

RESEARCH AND EDUCATION TO PROMOTE THE UNDERSTANDING AND ACTION  
NECESSARY FOR A SUSTAINABLE ENVIRONMENT. SINCE 1971, EARTHWATCH HAS  
EMPOWERED PEOPLE OF ALL AGES AND WALKS OF LIFE TO CONTRIBUTE TO  
HUNDREDS OF CRUCIAL, HANDS-ON ENVIRONMENTAL RESEARCH PROJECTS AROUND  
THE GLOBE.

FORM 990, PART I, LINE 19

INCLUDED IN THE LOSS OF \$909,430 PRESENTED ON PART 1, LINE 19 OF THE  
990 IS AN INCREASE IN UNRESTRICTED NET ASSETS FROM OPERATIONS OF  
\$763,254 AS SHOWN IN THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED SEPTEMBER 30, 2012. THIS LOSS ON THE 990 INCLUDES AN  
EXPENDITURE OF TEMPORARILY RESTRICTED NET ASSETS AND DOES NOT INCLUDE  
UNREALIZED GAIN ON INVESTMENTS BASED ON THE REQUIRED PRESENTATION OF  
THE FORM 990. IN ADDITION, CERTAIN CONDITIONAL MULTI-YEAR GRANTS HAVE  
NOT BEEN INCLUDED IN TEMPORARY RESTRICTED INCOME, IN ACCORDANCE WITH  
U.S. GAAP, AS DISCLOSED IN THE NOTES TO THE AUDITED FINANCIAL  
STATEMENTS. THE TRUE OPERATING PERFORMANCE OF EARTHWATCH IS BETTER  
REFLECTED IN THE AUDITED FINANCIAL STATEMENTS WHICH ARE AVAILABLE ON  
OUR WEB SITE OR ON REQUEST.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

HUNDREDS OF CRUCIAL, HANDS-ON ENVIRONMENTAL RESEARCH PROJECTS AROUND  
THE GLOBE.

Name of the organization EARTHWATCH INSTITUTE, INC.	Employer identification number 23-7168440
--	--

## FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

FIELD PROGRAMS DURING THE YEAR, OF WHICH 1500 WERE PUBLIC VOLUNTEERS.

THESE INDIVIDUALS CONTRIBUTED OVER 70,000 HOURS TO RESEARCH DATA

COLLECTION. THIS HAS ENABLED OUR AFFILIATED SCIENTISTS TO PRODUCE 65

PEER REVIEWED ARTICLES AND CONTRIBUTE TO 35 ENVIRONMENTAL MANAGEMENT

PLANS AND POLICIES. EARTHWATCH IS DEDICATED TO CREATING AN

ENVIRONMENTAL LEGACY THROUGH ITS RESEARCH PROJECTS, EXPERIENTIAL

EDUCATIONAL PROGRAMS AND HANDS-ON VOLUNTEER OPPORTUNITIES IN FIELD

RESEARCH.

## TRUSTS FOUNDATIONS AND INDIVIDUALS:

APPROXIMATELY \$1.4 MILLION OF EARTHWATCH'S REVENUE PERTAINS TO GRANTS

FROM TRUSTS, FOUNDATIONS AND INDIVIDUALS. THIS REVENUE WAS APPLIED TO

UNDERWRITE THE EARTHWATCH FIELD RESEARCH PROGRAMS AND TO FUND THE

PARTICIPATION OF APPROXIMATELY 60 TEACHERS AND 60 STUDENTS ON THESE

PROGRAMS. SURVEYS CONDUCTED ON BEHALF OF EARTHWATCH INDICATE THAT

THESE STUDENTS AND TEACHERS WERE PROFOUNDLY IMPACTED BY THEIR

EARTHWATCH EXPERIENCE. IN ONE SURVEY OVER 60% OF STUDENTS REPORTED

THAT THE EXPERIENCE SIGNIFICANTLY OR VERY SIGNIFICANTLY "CHANGED THE

WAY THEY THINK ABOUT THE PURPOSE OF THEIR LIFE". THIS SAME SURVEY

FOUND THAT OVER 70% OF STUDENT PARTICIPANTS BECAME MUCH MORE INTERESTED

IN SCIENCE OUTSIDE THE CLASSROOM, A MAJORITY PURSUED ADDITIONAL SCIENCE

AND ENVIRONMENTALLY RELATED COURSE WORK IN BOTH HIGH SCHOOL AND COLLEGE

AND 46% CHOSE A SCIENCE MAJOR. A SURVEY OF TEACHERS FOUND THAT MORE

THAN HALF THE TEACHERS REPORTED THAT THEIR PARTICIPATION ON THE

PROJECTS HAS VERY SIGNIFICANTLY:

- INCREASED THEIR SENSE OF PERSONAL CONNECTION TO THE NATURAL WORLD

Name of the organization EARTHWATCH INSTITUTE, INC.	Employer identification number 23-7168440
--	--

- INCREASED THEIR COMMITMENT TO TAKE POSITIVE ACTION TOWARDS A  
SUSTAINABLE ENVIRONMENT OR COMMUNITY
- MOTIVATED THEM TO INCLUDE MORE ENVIRONMENTAL CONSIDERATIONS  
IN THEIR DAY-TO-DAY DECISIONS MAKING

## CORPORATE PROGRAMS:

EARTHWATCH U.S. HAS PARTNERSHIPS WITH SEVERAL CORPORATE DONORS INCLUDING HSBC, ALCOA, UPS AND ERNST AND YOUNG ENABLING THEM TO SEND THEIR STAFF ON EARTHWATCH FIELD RESEARCH PROGRAMS WORLDWIDE FOR HANDS ON EXPERIENCE AND ENGAGEMENT IN ISSUES OF ENVIRONMENTAL AWARENESS, CORPORATE RESPONSIBILITY AND INCORPORATING SUSTAINABLE PRACTICES INTO THEIR COMPANY'S CULTURE IN ORDER TO MEET THEIR INTERNALLY DRIVEN SUSTAINABILITY GOALS. DURING THE FISCAL YEAR ENDED SEPTEMBER 2012, EARTHWATCH ENGAGED OVER 400 CORPORATE EMPLOYEES WORLDWIDE ON ITS PROGRAMS. TOTAL REVENUE FROM CORPORATE PROGRAMS WAS APPROXIMATELY \$3.8 MILLION. DATA FROM THESE RESEARCH PROJECTS IS SHARED WITH NATIONAL AND LOCAL GOVERNMENTS AS WELL AS LOCAL INSTITUTIONS FOR USE IN ADVANCING POLICIES AND ACTIONS IN THE RELEVANT AREAS.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PROVIDED TO THE SENIOR LEADERSHIP TEAM FOR REVIEW AND THE FINANCE COMMITTEE FOR REVIEW AND APPROVAL. THE CFO WILL THEN SIGN OFF FOR ELECTRONIC FILING OF THE FORM 990. A COPY OF THE FINAL SIGNED 990 WILL BE SENT TO ALL MEMBERS OF THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 12C: THE BOARD OF DIRECTORS MONITOR AND ENFORCE COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY TO ENSURE THAT ALL

Name of the organization EARTHWATCH INSTITUTE, INC.	Employer identification number 23-7168440
--	--

APPROPRIATE PERSONNEL HAVE SIGNED THE FORMS FOR THE CURRENT FISCAL YEAR.

FORM 990, PART VI, SECTION B, LINE 15: THE COMPENSATION COMMITTEE REVIEWS AND APPROVES WRITTEN EMPLOYMENT CONTRACTS FOR ALL EMPLOYEES AT THE EXECUTIVE LEVEL. AFTER EMPLOYMENT CONTRACTS ARE APPROVED BY THE COMPENSATION COMMITTEE, THE BOARD OF DIRECTORS REVIEW AND APPROVE THE COMPENSATION CONTRACTS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990: MA, AK, AZ, AR, CA, CT, DC, FL, GA, HI, IL, KS, KY, ME, MD, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19: EARTHWATCH MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 344,355.

FORM 990, PART XII, LINE 2C

THE BOARD OVERSEES THE SELECTION OF THE AUDITORS AND MEETS WITH THE AUDITORS AT THE CONCLUSION OF THE AUDIT TO REVIEW RESULTS.

FORM 990, PART VII, SECTION A:

EARTHWATCH INSTITUTE, INC. AND EARTHWATCH EUROPE (AN UNRELATED U.K. NON-PROFIT ENTITY) ORGANIZED AND INCORPORATED EARTHWATCH INTERNATIONAL, INC. (EARTHWATCH INTERNATIONAL). EARTHWATCH INTERNATIONAL HAS NO

Name of the organization EARTHWATCH INSTITUTE, INC.	Employer identification number 23-7168440
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ASSETS AND HAD NO ACTIVITY AS OF AND FOR THE YEAR ENDED SEPTEMBER 30, 2012. THE BOARD OF DIRECTORS OF EARTHWATCH INTERNATIONAL CONSISTS OF THE BOARD MEMBERS OF EACH OF THE INCORPORATORS, WITH EACH INCORPORATOR HAVING EQUAL VOTING POWER. EARTHWATCH INTERNATIONAL'S PURPOSE IS TO PROVIDE INTERNATIONALLY COORDINATED GOVERNANCE AND ADMINISTRATION FOR THE BENEFIT OF ORGANIZATIONS THROUGHOUT THE WORLD THAT USE EARTHWATCH TRADEMARKS AND BRAND. EACH PARTY MAINTAINS ITS OWN INDEPENDENT GOVERNANCE AND FINANCIAL INTEGRITY. CERTAIN COSTS, KEY EXECUTIVES AND PROGRAM AND ADMINISTRATIVE STAFF SERVE BOTH EARTHWATCH US AND EARTHWATCH EUROPE AND COSTS ARE SHARED UNDER A MEMORANDUM OF AGREEMENT BETWEEN THE ORGANIZATIONS. AS SUCH, THE EXECUTIVE EMPLOYEES THAT ARE SHARED BETWEEN EARTHWATCH U.S. AND EARTHWATCH EUROPE, THAT ARE PAID BY EARTHWATCH U.S., ARE LISTED ON FORM 990, PART VII, SECTION A, AT THEIR FULL COMPENSATION AMOUNTS.

ADDITIONALLY, EARTHWATCH U.S. REIMBURSED EARTHWATCH EUROPE FOR THE SERVICES OF THEIR CFO. THE AMOUNT LISTED ON FORM 990, PART VII, SECTION A REPRESENTS THE REIMBURSEMENT OF 50% OF HIS SALARY THAT IS BEING PAID TO HIM BY EARTHWATCH EUROPE.

**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.

Name of the organization **EARTHWATCH INSTITUTE, INC.** Employer identification number **23-7168440**

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
CLOCK TOWER FILMS LLC - 34-2005695 114 WESTERN AVENUE BOSTON, MA 02134	VIDEO PRODUCTION	MASSACHUSETTS	0.	0.	N/A

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No



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

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

**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?

	Yes	No
<b>a</b> Receipt of <b>(i)</b> interest <b>(ii)</b> annuities <b>(iii)</b> royalties or <b>(iv)</b> rent from a controlled entity .....	<b>1a</b>	
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....	<b>1b</b>	
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....	<b>1c</b>	
<b>d</b> Loans or loan guarantees to or for related organization(s) .....	<b>1d</b>	
<b>e</b> Loans or loan guarantees by related organization(s) .....	<b>1e</b>	
<b>f</b> Sale of assets to related organization(s) .....	<b>1f</b>	
<b>g</b> Purchase of assets from related organization(s) .....	<b>1g</b>	
<b>h</b> Exchange of assets with related organization(s) .....	<b>1h</b>	
<b>i</b> Lease of facilities, equipment, or other assets to related organization(s) .....	<b>1i</b>	
<b>j</b> Lease of facilities, equipment, or other assets from related organization(s) .....	<b>1j</b>	
<b>k</b> Performance of services or membership or fundraising solicitations for related organization(s) .....	<b>1k</b>	
<b>l</b> Performance of services or membership or fundraising solicitations by related organization(s) .....	<b>1l</b>	
<b>m</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....	<b>1m</b>	
<b>n</b> Sharing of paid employees with related organization(s) .....	<b>1n</b>	
<b>o</b> Reimbursement paid to related organization(s) for expenses .....	<b>1o</b>	
<b>p</b> Reimbursement paid by related organization(s) for expenses .....	<b>1p</b>	
<b>q</b> Other transfer of cash or property to related organization(s) .....	<b>1q</b>	
<b>r</b> Other transfer of cash or property from related organization(s) .....	<b>1r</b>	

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			





• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>EARTHWATCH INSTITUTE, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>23-7168440</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>114 WESTERN AVENUE</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BOSTON, MA 02134</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) ..... **01**

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**LARRY STAUB**

• The books are in the care of  **114 WESTERN AVENUE - BOSTON, MA 02134**

Telephone No.  **(978) 450-1211** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **AUGUST 15, 2013**.
- For calendar year \_\_\_\_\_, or other tax year beginning **OCT 1, 2011**, and ending **SEP 30, 2012**.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension  
**INFORMATION NEEDED TO FILE A RETURN IS NOT YET AVAILABLE.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>0.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>0.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title  **INTERNATIONAL CFO** Date