

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)

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

A For the 2004 calendar year, or tax year beginning and ending

B Check if applicable. C Name of organization MONTEREY BAY AQUARIUM FOUNDATION D Employer identification number 94-2487469 E Telephone number (831) 648-4800

H and I are not applicable to section 527 organizations. H(a) Is this a group return for affiliates? H(b) If "Yes," enter number of affiliates H(c) Are all affiliates included? H(d) Is this a separate return filed by an organization covered by a group ruling?

G Website: WWW.MBAYAQ.ORG J Organization type (check only one) [X] 501(c)(3) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF).

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 64,882,499.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Table with columns for Revenue, Expenses, and Net Assets. Rows include Contributions, gifts, grants, and similar amounts received; Program service revenue; Other investment income; Special events and activities; Gross sales of inventory; Total revenue; Program services; Management and general; Fundraising; Payments to affiliates; Total expenses; Excess or (deficit) for the year; Net assets or fund balances at beginning of year; Other changes in net assets or fund balances; Net assets or fund balances at end of year.

SCANNED NOV 16 2005

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Part II

Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule)				
	(cash \$ _____ noncash \$ _____)				
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.	530,301.	0.	530,301.	0.
26	Other salaries and wages	15,039,441.	13,322,026.	1,249,959.	467,456.
27	Pension plan contributions	1,470,396.	1,302,485.	122,208.	45,703.
28	Other employee benefits	2,834,118.	2,406,733.	341,862.	85,523.
29	Payroll taxes	1,139,018.	995,303.	111,843.	31,872.
30	Professional fundraising fees	495,056.	28,829.		466,227.
31	Accounting fees	166,678.	159,839.	6,626.	213.
32	Legal fees	235,032.	102,300.	132,643.	89.
33	Supplies	2,119,761.	2,037,062.	80,403.	2,296.
34	Telephone	920,520.	903,562.	16,655.	303.
35	Postage and shipping	251,618.	195,221.	11,075.	45,322.
36	Occupancy	1,885,700.	1,719,897.	163,545.	2,258.
37	Equipment rental and maintenance	582,356.	580,786.	1,541.	29.
38	Printing and publications	1,193,509.	767,079.	33,773.	392,657.
39	Travel	841,210.	690,240.	128,190.	22,780.
40	Conferences, conventions, and meetings	93,791.	77,455.	14,119.	2,217.
41	Interest				
42	Depreciation, depletion, etc. (attach STMT 5)	6,736,570.	6,527,816.	202,262.	6,492.
43	Other expenses not covered above (itemize):				
a	_____				
b	_____				
c	_____				
d	_____				
e	SEE STATEMENT 7	5,489,253.	5,232,965.	214,387.	41,901.
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15	42,024,328.	37,049,598.	3,361,392.	1,613,338.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;
 (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? _____

SEE STATEMENT 18

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)
a SEE STATEMENT 18	

(Grants and allocations \$ _____)	37,049,598.
b	

(Grants and allocations \$ _____)	
c	

(Grants and allocations \$ _____)	
d	

(Grants and allocations \$ _____)	
e Other program services (attach schedule)	(Grants and allocations \$ _____)
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	37,049,598.

Part IV Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing	562,659.	218,640.
	46 Savings and temporary cash investments	2,714,101.	2,788,172.
	47 a Accounts receivable	1,011,510.	
	b Less: allowance for doubtful accounts	17,642.	
		576,094.	993,868.
	48 a Pledges receivable	11,872,534.	
	b Less: allowance for doubtful accounts	124,783.	
		9,197,286.	11,747,751.
	49 Grants receivable		746,126.
	50 Receivables from officers, directors, trustees, and key employees		
	51 a Other notes and loans receivable		
	b Less: allowance for doubtful accounts		
		1,277,661.	
	52 Inventories for sale or use	513,867.	567,857.
	53 Prepaid expenses and deferred charges		
54 Investments - securities STMT 9 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	78,755,600.	90,832,207.	
55 a Investments - land, buildings, and equipment: basis			
b Less accumulated depreciation			
56 Investments - other			
57 a Land, buildings, and equipment: basis	177,829,834.		
b Less: accumulated depreciation STMT 5	68,650,904.		
	104,190,656.	109,178,930.	
58 Other assets (describe <input type="checkbox"/> SEE STATEMENT 8)	1,216,883.	1,848,334.	
59 Total assets (add lines 45 through 58) (must equal line 74)	199,004,807.	218,921,885.	
Liabilities	60 Accounts payable and accrued expenses	3,289,125.	4,148,662.
	61 Grants payable		
	62 Deferred revenue	3,943,908.	4,606,466.
	63 Loans from officers, directors, trustees, and key employees		
	64 a Tax-exempt bond liabilities		
	b Mortgages and other notes payable		
	65 Other liabilities (describe <input type="checkbox"/> GIFT ANNUITY LIABILITY)	392,048.	463,712.
66 Total liabilities (add lines 60 through 65)	7,625,081.	9,218,840.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	175,592,169.	189,651,500.
	68 Temporarily restricted	9,744,053.	13,978,580.
	69 Permanently restricted	6,043,504.	6,072,965.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74		
	70 Capital stock, trust principal, or current funds		
	71 Paid-in or capital surplus, or land, building, and equipment fund		
	72 Retained earnings, endowment, accumulated income, or other funds		
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	191,379,726.	209,703,045.
74 Total liabilities and net assets / fund balances (add lines 66 and 73)	199,004,807.	218,921,885.	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part VI Other Information		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	X
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81 a	Enter direct or indirect political expenditures. See line 81 instructions	81a	0.
b	Did the organization file Form 1120-POL for this year?	81b	X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	N/A
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b	N/A
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="checkbox"/> 0.; section 4912 <input type="checkbox"/> 0.; section 4955 <input type="checkbox"/> 0.		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter Amount of tax on line 89c, above, reimbursed by the organization		0.
90 a	List the states with which a copy of this return is filed	90b	CALIFORNIA
b	Number of employees employed in the pay period that includes March 12, 2004	90b	424
91	The books are in care of		E. PROHASKA
	Telephone no.		831-648-4808
	Located at		886 CANNERY ROW, MONTEREY, CA
	ZIP + 4		93940
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a ADMISSION FEES					20,845,356.
b GUIDED TOURS					16,610.
c MEMBER EVENTS					113,217.
d OTHER PROG REVENUE					494,064.
o _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					5,427,897.
95 Interest on savings and temporary cash investments ...					
96 Dividends and interest from securities			14	2,704,711.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property		STATEMENT 20	16	2,310,083.	
98 Net rental income or (loss) from personal property ..					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	816,689.	
101 Net income or (loss) from special events			01	69,630.	
102 Gross profit or (loss) from sales of inventory	453220	179,691.			1,722,372.
103 Other revenue:					
a FOOD SERVICES			03	530,698.	
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		179,691.		6,431,811.	28,619,516.
105 Total (add line 104, columns (B), (D), and (E))					35,231,018.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	SEE STATEMENT 15

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note. If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

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. I am not aware of any information of which preparer has any knowledge.

0-26-05
Date

Ed Prohaska, CFO
Type or print name and title

Date

Check if self-

Preparer's SSN or PTIN

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

OMB No. 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

2004

Department of the Treasury
Internal Revenue Service

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization: **MONTEREY BAY AQUARIUM FOUNDATION**
Employer identification number: **94 2487469**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
<u>CRISTINA FEKECI</u> ----- 886 CANNERY ROW , MONTEREY, CA 93940	CHIEF DEV OFF 40 HOURS	126,586.	38,131.	261.
<u>GEORGE MICHAEL SUTTON</u> ----- 886 CANNERY ROW , MONTEREY, CA 93940	VP-CFFO 40 HOURS	127,563.	3,996.	65.
<u>DON HUGHES</u> ----- 886 CANNERY ROW , MONTEREY, CA 93940	VP-EXHIBITS 40 HOURS	112,334.	34,369.	624.
<u>CLAIRE SHERWOOD</u> ----- 886 CANNERY ROW , MONTEREY, CA 93940	VP-SALES/MKTG 40 HOURS	113,241.	32,229.	132.
<u>TERESA JEANINE MERRY</u> ----- 886 CANNERY ROW , MONTEREY, CA 93940	VP-HR 40 HOURS	100,534.	33,819.	123.
Total number of other employees paid over \$50,000 ▶	121			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>STOCKER & ALLAIRE, INC.</u> ----- 21 MANDEVILLE COURT, MONTEREY, CA 93940	BUILDING CONTRACTOR	2781977.
<u>RUDOLPH AND SLETTEN INC.</u> ----- 989 EAST HILLSDALE, #100,, FOSTER CITY, CA 94404	BUILDING CONTRACTOR	4592448.
<u>BUDER, ENGEL & FRIENDS</u> ----- 128 KING ST., 3RD FL, SAN FRANCISCO, CA 94107	ADVERTISING AGENCY	1005618.
<u>NPO DIRECT MARKETING, INC</u> ----- 3212 NEBRASKA AVENUE, SANTA MONICA, CA 90404	TELEMARKETING	413,676.
<u>HEADQUARTERS ADVERTISING INC</u> ----- 888 BRANNAN ST. SUITE 380, SAN FRANCISCO, CA 9410	ADVERTISING AGENCY	378,006.
Total number of others receiving over \$50,000 for professional services ▶	31	

Part III Statements About Activities (See page 2 of the instructions.)		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?	2a	X
b	Lending of money or other extension of credit?	2b	X
c	Furnishing of goods, services, or facilities?	2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2d	X
e	Transfer of any part of its income or assets?	2e	X
3 a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a	X
b	Do you have a section 403(b) annuity plan for your employees?	3b	X
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a	X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b	X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

- The organization is not a private foundation because it is: (Please check only ONE applicable box.)
- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
 - 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
 - 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
 - 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
 - 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
 - 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
 - 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
 - 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
 - 12 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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
 - 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	8,367,478.	10,543,076.	27,085,671.	7,480,247.	53,476,472.
16 Membership fees received	5,034,939.	4,920,017.	4,811,825.	4,413,131.	19,179,912.
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	26,581,853.	28,109,943.	27,594,489.	29,447,725.	111,734,010.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	2,870,959.	2,322,847.	3,126,081.	2,772,624.	11,092,511.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets		50,533.	SEE STATEMENT 16		50,533.
23 Total of lines 15 through 22	42,855,229.	45,946,416.	62,618,066.	44,113,727.	195,533,438.
24 Line 23 minus line 17	16,273,376.	17,836,473.	35,023,577.	14,666,002.	83,799,428.
25 Enter 1% of line 23	428,552.	459,464.	626,181.	441,137.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a N/A
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b N/A
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c N/A
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____					26d N/A
e Public support (line 26c minus line 26d total)					26e N/A
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f N/A %
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year. (2003) 706,886. (2002) . . . 4,789,535. (2001) 21,457,952. (2000) . . . 705,509.					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year (2003) . . . 0. (2002) . . . 0. (2001) . . . 0. (2000) . . . 0.					
c Add: Amounts from column (e) for lines: 15 53,476,472. 16 19,179,912. 17 111,734,010. 20 _____ 21 _____					27c 184,390,394.
d Add Line 27a total 27,659,882. and line 27b total _____ 0.					27d 27,659,882.
e Public support (line 27c total minus line 27d total)					27e 156,730,512.
f Total support for section 509(a)(2) test Enter amount on line 23, column (e)					27f 195,533,438.
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g 80.1554%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h 5.6729%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15

Part V Private School Questionnaire (See page 7 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?		
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			

32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			

33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			

34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended?	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
 (To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group. Check b if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	41,598,966.
40	Total exempt purpose expenditures (add lines 38 and 39)	40	41,598,966.
41	Lobbying nontaxable amount. Enter the amount from the following table -		
	If the amount on line 40 is -		
	The lobbying nontaxable amount is -		
	Not over \$500,000		
	Over \$500,000 but not over \$1,000,000		
	Over \$1,000,000 but not over \$1,500,000		
	Over \$1,500,000 but not over \$17,000,000		
	Over \$17,000,000		
41		41	1,000,000.
42	Grassroots nontaxable amount (enter 25% of line 41)	42	250,000.
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45	1,000,000.	SEE STATEMENT 17			1,000,000.
46					1,500,000.
47					0.
48	250,000.				250,000.
49					375,000.
50					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
	a Volunteers		
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

FORM 990	RENTAL INCOME	STATEMENT	1
KIND AND LOCATION OF PROPERTY		ACTIVITY NUMBER	GROSS RENTAL INCOME
807 CANNERY ROW, MONTEREY, CA		1	2,325,478.
TOTAL TO FORM 990, PART I, LINE 6A			2,325,478.

FORM 990	RENTAL EXPENSES	STATEMENT	2
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
807 CANNERY ROW, MONTEREY, CA		15,395.	
- SUBTOTAL -	1		15,395.
TOTAL TO FORM 990, PART I, LINE 6B			15,395.

FORM 990	GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES			STATEMENT	3
DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)	
PUBLICLY TRADED SECURITIES	7,834,054.	7,017,365.	0.	816,689.	
TO FORM 990, PART I, LINE 8	7,834,054.	7,017,365.	0.	816,689.	

FORM 990	SPECIAL EVENTS AND ACTIVITIES				STATEMENT	4
DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME	
HALLOWEEN EVENT	25,975.		25,975.	8,464.	17,511.	
20TH ANNIVERSARY EVENT	181,975.		181,975.	155,269.	26,706.	
JAZZ EVENT	87,242.		87,242.	61,829.	25,413.	
TO FM 990, PART I, LINE 9	295,192.		295,192.	225,562.	69,630.	

FORM 990. PART IV - LAND, BUILDINGS, EQUIPMENT & DEPRECIATION

	<u>COST</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>NET</u>	<u>DEPRECIATION EXPENSE</u>
LAND	8,850,284	-	8,850,284	-
LAND IMPROVEMENTS	756,385	(428,605)	327,780	50,424
BUILDINGS	120,848,433	(39,076,698)	81,771,735	3,046,483
EXHIBITS	22,776,667	(14,675,329)	8,101,338	2,193,458
EQUIPMENT	18,488,227	(14,470,272)	4,017,955	1,446,205
CONSTRUCTION - IN-PROGRESS	6,109,838		6,109,838	-
	<u>177,829,834</u>	<u>(68,650,904)</u>	<u>109,178,930</u>	<u>6,736,570</u>
				<u><u>6,736,570</u></u>

FORM 990 **OTHER CHANGES IN NET ASSETS OR FUND BALANCES** **STATEMENT** **6**

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	4,573,851.
ROUNDING	855.
TOTAL TO FORM 990, PART I, LINE 20	4,574,706.

FORM 990 **OTHER EXPENSES** **STATEMENT** **7**

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
ADVERTISING AND PROMOTIONS	1,245,753.	1,173,198.	70,088.	2,467.
LOSS ON DISPOSITION OF FIXED ASSETS	258,740.	250,165.	8,243.	332.
FURNITURE & FIXTURES	294,168.	288,690.	5,357.	121.
OUTSIDE SERVICES	3,253,587.	3,095,550.	119,056.	38,981.
INVESTMENT EXPENSE	11,643.		11,643.	
MERCHANT FEES	425,362.	425,362.		
TOTAL TO FM 990, LN 43	5,489,253.	5,232,965.	214,387.	41,901.

FORM 990 **OTHER ASSETS** **STATEMENT** **8**

DESCRIPTION	AMOUNT
INTERCOMPANY RECEIVABLE	417,759.
BENEFICIAL INTEREST IN SPLIT-INTEREST AGREEMENTS	1,430,575.
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B	1,848,334.

FORM 990	INVESTMENT SECURITIES	STATEMENT	9
SECURITY DESCRIPTION		OTHER SECURITIES	
MONEY MARKET FUNDS		111,207.	
FIXED INCOME FUNDS		26,869,000.	
EQUITY FUNDS		63,852,000.	
TO FORM 990, LINE 54, COL B		90,832,207.	

FORM 990	OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT	10
DESCRIPTION		AMOUNT	
SPECIAL EVENTS EXPENSE RECLASS		225,562.	
NET REVENUE OF SUBSIDIARIES		561,849.	
MEMBER EVENT EXPENSE RECLASS		183,440.	
TOTAL TO FORM 990, PART IV-A		970,851.	

FORM 990	OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT	11
DESCRIPTION		AMOUNT	
SPECIAL EVENTS EXPENSE RECLASS		225,562.	
MEMBER EVENT EXPENSE RECLASS		183,440.	
TOTAL TO FORM 990, PART IV-B		409,002.	

FORM 990	OTHER REVENUE INCLUDED ON FORM 990	STATEMENT	12
DESCRIPTION		AMOUNT	
FOOD SERVICE EXPENSE RECLASS		481,675.	
ROUNDING		318.	
MERCHANDISING EXPENSE RECLASS		2,011,007.	
TOTAL TO FORM 990, PART IV-A		2,493,000.	

FORM 990 OTHER EXPENSES INCLUDED ON FORM 990 STATEMENT 13

DESCRIPTION	AMOUNT
MERCHANDISING EXPENSE RECLASS	2,011,007.
FOOD SERVICE EXPENSE RECLASS	481,675.
ROUNDING	1,005.
TOTAL TO FORM 990, PART IV-B	2,493,687.

FORM 990 PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JULIE PACKARD 886 CANNERY ROW MONTEREY, CA 93940	EXECUTIVE DIRECTOR 28 HOURS	180,896.	27,432.	365.
PETER S. BING, MD 886 CANNERY ROW MONTEREY, CA 93940	CHAIRMAN 1 HOUR	0.	0.	0.
ROBERTA BIALEK 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
SUSAN FORD DORSEY 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
JANE LUBCHENKO, PHD 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
MARCIA MCNUTT, PHD 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
BASIL MILLS 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.

STEPHEN C. NEAL 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
SUSAN ORR 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
DAVID W. PACKARD, PHD 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
MARGARET ROGERS 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
GEORGE P. SCHULTZ 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
DIANE K. SIRI 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
GORDON R. SMITH 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
JANE STEEL 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
THE HONORABLE LYDIA M. VILLARREAL 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
NANCY BURNETT 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
THE HONORABLE LEON E. PANETTA 886 CANNERY ROW MONTEREY, CA 93940	TRUSTEE 1 HOUR	0.	0.	0.
JAMES HEKKERS 886 CANNERY ROW MONTEREY, CA 93940	EXEC VICE PRESIDENT 40 HOURS	208,153.	28,239.	832.
EDWARD E. PROHASKA 886 CANNERY ROW MONTEREY, CA 93940	CFO 40 HOURS	141,252.	20,646.	187.

Form 990, Part VIII – Relationship of Activities to the Accomplishment of Exempt Purposes

The Monterey Bay Aquarium Foundation is a California not-for-profit corporation with the mission to inspire conservation of the oceans. The Aquarium opened to the public in 1984. The Aquarium's major programs include a public aquarium whose exhibits focus primarily, but not exclusively, on marine life of Monterey Bay and California's central coast, education programs serving students from preschool through college as well as primary- and secondary-school educators, and research and conservation initiatives.

<u>Line</u>	<u>Explanation of Relationship of Activities</u>
93A	Admissions revenue constitutes the single largest source of funding for the Aquarium. This revenue supports the cost of operating and maintaining the Aquarium, including the living exhibit galleries. The Aquarium is the primary vehicle for fulfilling our mission of inspiring conservation of the oceans by providing a first-hand experience with ocean life.
93B	Guided tours heighten the visitor's educational experience by providing interpretation of the Aquarium's exhibits, support functions, and research and conservation activities.
93C	Member events provide special opportunities to learn more about the Aquarium's conservation efforts, and include special educational programs, guest lectures, book signings, and cooking demonstrations on sustainable seafood.
93D	Symposium, workshop and education programs provide enriched learning experiences. These include our new Aquarium Adventures experiences, consisting of surface SCUBA sessions, a three-hour research excursion on a sailboat in the Monterey Bay, behind-the-scenes tours, and other special programs for families and children.
94	Members receive unlimited visitation to the Aquarium, and publications containing news and information about the Aquarium, its exhibits and research efforts, as well as other marine conservation information. This revenue provides important funding for operating and maintaining the aquarium facilities, exhibits and programs.
102	Merchandising activities provide important funding for operating and maintaining the Aquarium facilities, exhibits and programs, while also providing visitors the opportunity to purchase books, CDs, works of arts,

scientific games and instruments, and other materials. The merchandise enhances visitors knowledge and interest in scientific, technological, historical and cultural topics related to the Aquarium's research and conservation efforts and encourages learning through direct participation and by enforcing Aquarium educational activities.

SCHEDULE A OTHER INCOME STATEMENT 16

DESCRIPTION	2003 AMOUNT	2002 AMOUNT	2001 AMOUNT	2000 AMOUNT
REIMBURSEMENT	0.	50,533.	0.	0.
TOTAL TO SCHEDULE A, LINE 22	0.	50,533.	0.	0.

2004 Form 990
Schedule A, Part VI-A
Monterey Bay Aquarium Foundation

94-2487469

The year 2004 is the first year the lobbying election under IRC §501(h) is effective. The organization had no lobbying expenditures in 2004.

Part III – Statement of Program Service Accomplishments
Monterey Bay Aquarium Foundation

1. The organization's primary exempt purpose:

The mission of the Monterey Bay Aquarium is to inspire conservation of the oceans. First and foremost, we inspire our visitors with engaging exhibits and programs focused on encounters with living creatures and their habitats. In 2004, we attracted more than 1.9 million visitors with experiences designed to establish the intellectual and emotional connections to the natural world that are essential to caring about the oceans and the life in them.

Today, our mission is more urgent than ever. Worldwide, the oceans are in peril, their wildlife and habitats threatened by the ever-increasing pace of human activity. We risk losing vital natural systems that sustain us all. We believe humankind can turn this tide, arrest these damaging trends and eventually restore our fisheries and ocean habitats if people everywhere adopt an ethic of value, stewardship and action on behalf of the oceans. We are committed to building this constituency and inspiring action for ocean conservation.

2. Exempt purpose achievements:

Live exhibits are the vehicle through which we inspire a love of the oceans in our visitors. In 2004, we had a lot to offer. We became the first aquarium in the world to place a white shark on long term exhibit when we introduced a young female into our Outer Bay exhibit in September. She attracted international attention, and gave us an unprecedented opportunity to learn about the life of the most renowned top predator in the ocean—and change public attitudes toward white sharks. By year's end, she set records as the first white shark to survive more than 16 days at an aquarium, and the first to consistently take food offered by aquarium staff. (Note: We successfully returned the white shark to the wild on March 31, 2005, after a record 6 ½ months at the aquarium. She was first fitted with a 30-day electronic tracking tag which, when it popped free, revealed that she had traveled more than 200 miles south, as much as 100 miles offshore and to depths of 800 feet and deeper.)

Earlier in the year, we opened *Sharks: Myth and Mystery*, a special exhibition that explores how sharks and rays are an important part of the world's cultural heritage. We designed the exhibition to immerse visitors in these rich traditions and to challenge popular stereotypes about these incredible animals. Through video, hands-on displays and cultural artifacts, *Sharks: Myth and Mystery* explores how people around the world celebrate sharks and rays through art, dance, stories and other traditions. The exhibition also includes nearly 30 living species and some of the largest live-animal displays we have ever created for a special exhibition. Our 20th year brought other major improvements to our visitor experience, with the opening of a new main entrance, ticketing lobby and skywalk connecting our second floor galleries. The \$10 million project was made possible entirely through support from generous donors to our 20th Anniversary Fund.

As California grows and demographics change, we continue to reach out to Hispanic residents. In 2004, we attracted a higher percentage of Hispanic visitors than ever before. Annual

family events such as “Dia del Niño” and “Dia de la Familia”, and incorporation of bilingual presentations, exhibit signs and interpreters to our exhibits, bring conservation messages to Spanish-speaking visitors.

Our effectiveness in reaching – and motivating – visitors is dramatically increased thanks to the dedication and effort of a volunteer corps that now exceeds 1,100 individuals. Volunteers, work throughout the year with diverse audiences interpreting marine life and delivering education programs. They provided nearly 140,000 hours of dedicated service during 2004.

We continue to offer free-admission programs for low-income residents of the community. Our “Free To Learn” program (offering free admission for young people and adults through local health and human service agencies); “Shelf to Shore” (free admission through selected area libraries in low-income neighborhoods); our community “Free Week” in December and other free admission programs attracted nearly 120,000 local residents.

We are committed to inspiring the next generation of ocean stewards through innovative science based programs for children, teachers and parents in schools and informally in our exhibit galleries and focus on instilling an ocean conservation ethic. In 2004, we brought nearly 85,000 schoolchildren, teachers and adult chaperones to the aquarium – at no charge to these groups. Since we opened in 1984, we have hosted more than 16 million schoolchildren through these programs. Using the Splash Zone exhibit as a classroom, we created new education programs that have now reached more than 12,000 low-income preschoolers and their families through Head Start centers. We reach thousands of other students and educators each year through other classroom programs, guided and self-guided tours, and through outreach initiatives to young people and science educators. Each program is based on the premise that learning, especially for young children, is not so much about right or wrong answers, but about exploration and discovery. The cumulative effect is dedication to science and the beginning of a lifelong connection with the oceans and marine life.

In 2004, our web site (www.montereybayaquarium.org) provided a significant educational resource for audiences beyond our walls with more than 7 million online visitors – an all-time high and a 113 percent increase over web traffic in 2003.

Both on our web site and in the aquarium, we provide information and motivation that empower our visitors to move beyond caring about the oceans to caring for the oceans. We identify relevant and timely conservation issues, take positions, and communicate these positions to the public and, when appropriate, policy makers. In 2004, we took a significant new step to inspire action on behalf of ocean conservation when we created as part of the aquarium the Center for the Future for the Oceans and hired Michael Sutton as vice president and director of the Center. The new policy institute will support efforts to create a network of marine protected areas off the California coast, to reform ocean policy and management at the federal level and otherwise work to assure a future with healthy oceans, at a time when action is urgently needed.

We support conservation and research efforts to benefit the wild relatives of the species in our care and their habitats. Our Seafood Watch program puts pocket guides to sustainable seafood in the hands of consumers, restaurateurs and seafood retailers – more than four million

to date. In 2004 we completed our suite of regional guides so we now offer printed and online guides to seafood found in every area of the United States. We also expanded our efforts to change restaurant and retail seafood buying practices, and added new partner organizations across the country that are distributing Seafood Watch pocket guides. Our sea otter research program continued to focus on efforts that will ensure the long-term survival of California's threatened sea otter population. And, our Tuna Research and Conservation Center scientists continued their tagging efforts in the Atlantic and Pacific, shedding light on the life cycles of tunas, white sharks and other open-ocean species.

Taken together, our exhibits, education programs and conservation research are essential to achieving the future expressed in our vision statement—*a world in which the oceans are healthy and people are committed to protecting the integrity of Earth's natural systems, which sustain us all.*

Form 990, Schedule A, Part III:

#2C – Furnishing of goods, services or facilities.

Nancy Burnett, an owner of Sea Studios, Inc., is a member of the Aquarium's Board of Trustees. The Aquarium purchased merchandising inventory from Sea Studios at market rates during the year, totaling \$1,756.

Stephen Neal, a member of the law firm of Cooley Godward LLP, is a member of the Aquarium's Board of Trustees. Certain members of the firm provided various pro bono legal services to the Aquarium.

Gordon Smith, President and Chief Executive Officer of Pacific Gas and Electric Company, is a member of the Aquarium's Board of Trustees. The Aquarium purchased electricity and gas utilities from Pacific Gas and Electric at tariffed rates approved by the California Public Utilities Commission during the year, totaling \$1,242,347.

Barbara Wright, a member of the law firm of Finch, Montgomery, Wright and Emmer, is the Aquarium's Secretary and Legal Counsel. She provided corporate legal services at market rates during the year, totaling \$15,150.

MONTEREY BAY AQUARIUM FOUNDATION

94-2487469

Form 990, Part VIII, Line 97b:

Net rental income or (loss) from real estate, not debt-financed property

Merchandising operations	1,262,616
Private events	<u>1,047,467</u>
Total to Line 97b	2,310,083

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

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

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
	Number, street, and room or suite no. If a P.O. box, see instructions. 886 CANNERY ROW	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MONTEREY, CA 93940	

COPY

Check type of return to be filed (file a separate application for each return)

- | | | |
|----------------------------------------------|------------------------------------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ E. PROHASKA
Telephone No ▶ 831-648-4800 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 will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until AUGUST 15, 2005 to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ calendar year 2004 or
▶ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ N/A

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

If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box

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 - Must file Original and One Copy.

Name of Exempt Organization: MONTEREY BAY AQUARIUM FOUNDATION
Employer identification number: 94-2487469
Number, street, and room or suite no.: 886 CANNERY ROW
City, town or post office, state, and ZIP code: MONTEREY, CA 93940

Check type of return to be filed (File a separate application for each return):

- Form 990 (checked), Form 990-EZ, Form 990-T (sec 401(a) or 408(a) trust), Form 1041-A, Form 5227, Form 8870, Form 990-BL, Form 990-PF, Form 990-T (trust other than above), Form 4720, Form 6069

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

- The books are in the care of E. PROHASKA
Telephone No 831-648-4800 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) 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 NOVEMBER 15, 2005.
For calendar year 2004, or other tax year beginning and ending
If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period
State in detail why you need the extension: ADDITIONAL TIME IS REQUIRED TO OBTAIN INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

- 8a 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
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions

Signature and Verification

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. A member of the Staff of Deloitte Tax LLP

Signature: Sharon Zibach Title: 50 Fremont Street, San Francisco, CA 94105 Date: 8/11/05

Notice to Applicant - To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return
We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions) This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return Please attach this form to the organization's return.
We have not approved this application After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file We are not granting a 10-day grace period.
We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested
Other

Director By Date

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Name: DELOITTE TAX LLP
Number and street (include suite, room, or apt. no.) or a P.O. box number: 50 FREMONT STREET
City or town, province or state, and country (including postal or ZIP code): SAN FRANCISCO, CA 94105