

Form **990**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0047
2009
Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

- B** Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
 Monterey Bay Aquarium Foundation
 Doing Business As
 Number and street (or P O box if mail is not delivered to street address) Room/suite
 886 CANNERY ROW
 City or town, state or country, and ZIP + 4
 MONTEREY, CA 93940

D Employer identification number
 94-2487469
E Telephone number
 (831) 648-4800
G Gross receipts \$ 116,516,197

F Name and address of principal officer
 EDWARD E PROHASKA
 886 CANNERY ROW
 MONTEREY, CA 93940

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status 501(c) (3) ◀(insert no) 4947(a)(1) or 527

J Website: ▶ www.montereybayaquarium.org

K Form of organization Corporation Trust Association Other ▶ **L Year of formation** 1978 **M State of legal domicile** CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
 THE MISSION OF THE MONTEREY BAY AQUARIUM IS TO INSPIRE CONSERVATION OF THE OCEANS (SEE SCHEDULE O FOR FURTHER DETAIL)

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	17
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
5 Total number of employees (Part V, line 2a)	5	514
6 Total number of volunteers (estimate if necessary)	6	1,242
7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	64,289
b Net unrelated business taxable income from Form 990-T, line 34	7b	-10,017

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	31,383,828	29,244,577
	9 Program service revenue (Part VIII, line 2g)	30,634,142	35,053,001
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,214,116	1,533,050
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,314,779	1,113,509
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	64,546,865	66,944,137
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	547,896	591,148
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	26,248,949	27,144,482
	16a Professional fundraising fees (Part IX, column (A), line 11e)	346,873	677,283
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,157,818		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	27,825,455	26,833,342
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	54,969,173	55,246,255	
19 Revenue less expenses Subtract line 18 from line 12	9,577,692	11,697,882	

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	254,843,285	289,804,352
	21 Total liabilities (Part X, line 26)	11,460,494	13,407,819
	22 Net assets or fund balances Subtract line 21 from line 20	243,382,791	276,396,533

Part II Signature Block

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

Sign Here
 Signature of officer: ***** Date: 2010-11-11
 EDWARD E PROHASKA CFO
 Type or print name and title

Paid Preparer's Use Only
 Preparer's signature: BETHANN LONDYNSKY Date: _____ Check if self-employed
 Preparer's identifying number (see instructions)
 Firm's name (or yours if self-employed), address, and ZIP + 4: GRANT THORNTON LLP, ONE CALIFORNIA STREET SUITE 2300, SAN FRANCISCO, CA 94111
 EIN: _____ Phone no: (415) 986-3900

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

SEE SCHEDULE O

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

If "Yes," describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 22,068,907 including grants of \$ 176,933) (Revenue \$ 33,427,126)
SEE SCHEDULE O

4b (Code) (Expenses \$ 7,195,284 including grants of \$ 82,300) (Revenue \$ 1,625,875)
SEE SCHEDULE O

4c (Code) (Expenses \$ 5,555,088 including grants of \$ 318,716) (Revenue \$)
SEE SCHEDULE O

4d Other program services (Describe in Schedule O)
(Expenses \$ 11,448,606 including grants of \$ 13,199) (Revenue \$)

4e Total program service expenses \$ 46,267,885

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> <input checked="" type="checkbox"/>	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors? <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II.</i> <input checked="" type="checkbox"/>	Yes	
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III.</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where 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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>	Yes	
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.</i> <input checked="" type="checkbox"/>	Yes	
	• 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>		
	• 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>		
	• 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>		
	• 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>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part X.</i>		
12	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> <input checked="" type="checkbox"/>		No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <input checked="" type="checkbox"/>	Yes	No
	<i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.</i> <input checked="" type="checkbox"/>	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I.</i> <input checked="" type="checkbox"/>	Yes	
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 U.S.? <i>If "Yes," complete Schedule F, Part II.</i> <input checked="" type="checkbox"/>	Yes	
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 U.S.? <i>If "Yes," complete Schedule F, Part III.</i> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable		
	1a 215		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return		
	2a 514		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	Yes	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	
b	If "Yes," enter the name of the foreign country CJ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		No
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		No
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (17); 1b Enter the number of voting members that are independent (16); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (Yes); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (No); 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a material diversion of the organization's assets? (No); 6 Does the organization have members or stockholders? (No); 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (No); 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No).

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

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

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed (CA); 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply: [X] Own website, [] Another's website, [X] Upon request; 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table; 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: EDWARD E PROHASKA, 886 CANNERY ROW, MONTEREY, CA 93940, (831) 648-4800.

1b Total	1,652,007	0	367,143
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2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **▶**24

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
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>	4	Yes
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
RUDOLPH AND SLETTEN INC 1600 SEAPORT BOULEVARD SUITE 350 REDWOOD CITY, CA 94063	Construction Service	7,003,461
ENGINE COMPANY 1 451 PACIFIC AVE SAN FRANCISCO, CA 94133	Media and ad service	2,351,718
FRANK M BOOTH INC 222 THIRD STREET MARYSVILLE, CA 95901	Construction service	1,213,395
STOCKER AND ALLAIRE INC 21B MANDEVILLE COURT MONTEREY, CA 93940	Construction service	555,089
BLANCHETTE PRESS 7500 RIVER ROAD V6X1X6 CA	Printing services	548,191
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 28		

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	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b	8,488,262				
	c	Fundraising events 1c	491,671				
	d	Related organizations 1d	1,000,000				
	e	Government grants (contributions) 1e	267,705				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	18,996,939				
	g	Noncash contributions included in lines 1a-1f \$ 1,893,075					
	h	Total. Add lines 1a-1f ▶		29,244,577			
Program Service Revenue	2a	ADMISSION FEES	611,600	31,780,187	31,780,187		
	b	PRIVATE EVENT REVENUE	713,990	928,391	866,236	62,155	
	c	OTHER PROGRAM REVENUE	900,099	1,628,050	1,628,050		
	d	FOOD SERVICE	722,320	716,373	714,239	2,134	
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f ▶		35,053,001			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		1,748,359		1,748,359	
	4	Income from investment of tax-exempt bond proceeds . . ▶		0			
	5	Royalties ▶		6,721		6,721	
	6a	Gross Rents	(i) Real	2,526,332			
			(ii) Personal	128,977			
			b Less rental expenses	852,191			
			c Rental income or (loss)	1,674,141		128,977	
	d	Net rental income or (loss) ▶		1,803,117		1,803,117	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	48,328,183			
			(ii) Other				
			b Less cost or other basis and sales expenses	48,543,492			
			c Gain or (loss)	-215,309			
d	Net gain or (loss) ▶		-215,309		-215,309		
8a	Gross income from fundraising events (not including \$ 491,671 of contributions reported on line 1c) See Part IV, line 18 a						
b	Less direct expenses b		60,201				
c	Net income or (loss) from fundraising events . . ▶		176,377				
			-116,176	-116,176			
9a	Gross income from gaming activities See Part IV, line 19 a						
b	Less direct expenses b						
c	Net income or (loss) from gaming activities . . ▶		0				
10a	Gross sales of inventory, less returns and allowances a						
b	Less cost of goods sold b						
c	Net income or (loss) from sales of inventory . . ▶		0				
	Miscellaneous Revenue	Business Code					
11a	MISCELLANEOUS	900,099	81,975		81,975		
b	LOSS ON FIXED ASSET DISPOSAL	900,099	-662,128		-662,128		
c							
d	All other revenue						
e	Total. Add lines 11a-11d ▶		-580,153				
12	Total revenue. See Instructions ▶		66,944,137	34,872,536	64,289	2,762,735	

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).

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 U S See Part IV, line 21	571,423	571,423		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	9,725	9,725		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	10,000	10,000		
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	1,053,863		804,308	249,555
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	19,479,454	16,533,419	2,414,296	531,739
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,738,895	1,479,065	213,144	46,686
9	Other employee benefits	3,344,713	2,591,408	599,754	153,551
10	Payroll taxes	1,527,557	1,257,355	216,513	53,689
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	303,621	265,568	37,740	313
c	Accounting	241,061		241,061	
d	Lobbying	96,000		96,000	
e	Professional fundraising See Part IV, line 17	677,283			677,283
f	Investment management fees	137,177		137,177	
g	Other	4,570,249	3,934,362	526,284	109,603
12	Advertising and promotion	3,498,065	3,488,502	9,563	
13	Office expenses	5,308,962	4,790,731	333,965	184,266
14	Information technology	171,256	163,725	7,302	229
15	Royalties	0			
16	Occupancy	1,454,100	1,308,422	143,895	1,783
17	Travel	986,771	797,462	118,238	71,071
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	111,623	83,225	24,871	3,527
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	7,767,406	7,506,689	252,785	7,932
23	Insurance	423,426	403,834	19,031	561
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	MERCHANT FEES	664,740	609,235		55,505
b	PLEDGE BALANCES WRITTEN OFF	604,625		604,625	
c	DONATED GOODS	380,230	349,705	20,000	10,525
d	MISCELLANEOUS EXPENSES	114,030	114,030		
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	55,246,255	46,267,885	6,820,552	2,157,818
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	71,033	1	11,741,036
	2 Savings and temporary cash investments	3,495,078	2	0
	3 Pledges and grants receivable, net	33,260,895	3	32,665,345
	4 Accounts receivable, net	1,175,604	4	1,288,225
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	230,000	5	230,000
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	1,007,322	9	378,440
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	221,316,028		
	b Less accumulated depreciation	96,846,541	119,288,721	10c 124,469,487
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11	95,317,839	12	118,309,013
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	996,793	15	722,806
16 Total assets. Add lines 1 through 15 (must equal line 34)	254,843,285	16	289,804,352	
Liabilities	17 Accounts payable and accrued expenses	5,146,175	17	5,758,090
	18 Grants payable	262,613	18	57,500
	19 Deferred revenue	5,733,193	19	7,285,667
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D	318,513	25	306,562
	26 Total liabilities. Add lines 17 through 25	11,460,494	26	13,407,819
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	191,697,020	27	224,095,263
	28 Temporarily restricted net assets	38,157,470	28	39,219,630
	29 Permanently restricted net assets	13,528,301	29	13,081,640
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	243,382,791	33	276,396,533	
34 Total liabilities and net assets/fund balances	254,843,285	34	289,804,352	

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . .

b Were the organization's financial statements audited by an independent accountant?

c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both
 Separate basis Consolidated basis Both consolidated and separated basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . .

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

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2009

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

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 **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?
 (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 the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(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	
Total									

Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions) 12

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f)) 14

15 Public Support Percentage for 2008 Schedule A, Part II, line 14 15

16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	17,472,516	16,320,351	49,074,566	31,383,828	29,244,577	143,495,838
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	22,942,756	26,707,144	30,981,649	30,564,881	35,048,913	146,245,343
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	40,415,272	43,027,495	80,056,215	61,948,709	64,293,490	289,741,181
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,631,104	2,089,923	31,599,703	7,156,080	7,010,760	50,487,570
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	0	0	0	0	0	0
c Add lines 7a and 7b	2,631,104	2,089,923	31,599,703	7,156,080	7,010,760	50,487,570
8 Public Support (Subtract line 7c from line 6)						239,253,611

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	40,415,272	43,027,495	80,056,215	61,948,709	64,293,490	289,741,181
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	7,156,132	4,952,212	5,204,656	4,621,089	4,410,388	26,344,477
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	7,156,132	4,952,212	5,204,656	4,621,089	4,410,388	26,344,477
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	853,140	95,673	34,748	130,145	81,975	1,195,681
13 Total support (Add lines 9, 10c, 11 and 12)	48,424,544	48,075,380	85,295,619	66,699,943	68,785,853	317,281,339
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	75.407 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	74.590 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	8.303 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	9.010 %

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

b 33 1/3% support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

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

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Additional Data

Software ID:
Software Version:
EIN: 94-2487469
Name: Monterey Bay Aquarium Foundation

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Dr Peter S Bing MD Chairman	1 0	X		X				0	0	0
Julie Packard Executive Dir Vice Chairman	28 0	X		X				230,272	0	51,553
Roberta Elliott Trustee	1 0	X						0	0	0
Susan Ford Dorsey Trustee	1 0	X						0	0	0
Marcia McNutt PHD Trustee	1 0	X						0	0	0
Stephen C Neal Trustee	1 0	X						0	0	0
Susan Orr Trustee	1 0	X						0	0	0
James E Canales Trustee	1 0	X						0	0	0
Margaret Caldwell Trustee	1 0	X						0	0	0
Gordon R Smith Trustee	1 0	X						0	0	0
Leon E Panetta Trustee	1 0	X						0	0	0
Mark Wan Trustee	1 0	X						0	0	0
Pietro Parravano Trustee	1 0	X						0	0	0
Paul L Davies III Trustee	1 0	X						0	0	0
Michael Mantell Trustee	1 0	X						0	0	0
Caroline Getty Trustee	1 0	X						0	0	0
Connie Martinez Trustee	1 0	X						0	0	0
Chris Scholin Trustee	1 0	X						0	0	0
Barbara Wright Secretary	1 0	X		X				0	0	0
Edward E Prohaska Chief Financial Officer	40 0			X				211,224	0	34,429
James Hekkers Managing Director	40 0			X				241,926	0	44,614
Cristina Fekeci Chief Development Officer	40 0				X			190,108	0	49,736
George Michael Sutton VP Dir Ctr for Future Oceans	40 0					X		177,888	0	46,274
Don Hughes VP Exhibitions	40 0					X		166,599	0	37,756
Cynthia Vernon VP Educ Guest Research Prgm	40 0					X		147,470	0	32,166

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Teresa Jeanine Merry VP Human Resources	40 0					X		145,576	0	45,937
Randall Hamilton VP Husbandry	40 0					X		140,944	0	24,678

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

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

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35a (regarding proxy tax), then

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

Table with 2 columns: Name of the organization (Monterey Bay Aquarium Foundation) and Employer identification number (94-2487469)

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

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

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

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

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities \$
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities \$
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b \$
4 Did the filing organization file Form 1120-POL for this year? Yes No
5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received

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

- A** Check if the filing organization belongs to an affiliated group
B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	4,660													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	138,304													
c	Total lobbying expenditures (add lines 1a and 1b)	142,964													
d	Other exempt purpose expenditures	55,103,291													
e	Total exempt purpose expenditures (add lines 1c and 1d)	55,246,255													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000													
h	Subtract line 1g from line 1a If zero or less, enter -0-														
i	Subtract line 1f from line 1c If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	138,455	24,140	132,859	142,964	438,418
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures	115,337	3,856	15,585	4,660	139,438

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

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
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 similar means?			
i Other activities? If "Yes," describe in Part IV			
j Total lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

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

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2009

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Monterey Bay Aquarium Foundation

Employer identification number 94-2487469

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

- a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06

Table with 2 columns: Held at the End of the Year. Rows 2a, 2b, 2c, 2d.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?
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, 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, 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 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 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
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21? 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	74,637,452	65,871,281			
b Contributions	165,475	8,766,171			
c Investment earnings or losses	902,723				
d Grants or scholarships					
e Other expenditures for facilities and programs	-376,807				
f Administrative expenses					
g End of year balance	75,328,843	74,637,452			

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

- a** Board designated or quasi-endowment 81.340 %
- b** Permanent endowment 18.660 %
- c** Term endowment %

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		10,083,878		10,083,878
b Buildings		126,905,533	58,665,486	68,240,047
c Leasehold improvements		756,385	680,857	75,528
d Equipment		23,355,052	14,599,981	8,755,071
e Other		60,215,181	22,900,218	37,314,963
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				124,469,487

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	

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

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, 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

Identifier	Return Reference	Explanation
Form 990, Schedule D, Part V, Line 4		The earnings of the Aquarium's endowment funds support education and conservation programs and the mission of the Aquarium Form 990, Schedule D, Part X, line 2 ASC 740-10-25, Accounting for Uncertainty in Income Taxes, clarifies the accounting for uncertainty in income taxes recognized in an entity's consolidated financial statements and provides guidance on the recognition, de-recognition and measurement of benefits related to an entity's uncertain tax positions, if any The Aquarium adopted ASC 740-10-25, on January 1, 2009 and the adoption of this standard had no material effect on the Aquarium's consolidated financial statements as of January 1, 2009 or at December 31, 2009 and no material change is anticipated in the next twelve months

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2009

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
Monterey Bay Aquarium Foundation

Employer identification number
94-2487469

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
East Asia and the Pacific	0	0	Program Services	Membership Revenues	0
East Asia and the Pacific	0	0	Program Services	Conservation Research	9,739
Europe (Including Iceland and Greenland)	0	0	Program Services	Membership Revenues	0
Europe (Including Iceland and Greenland)	0	0	Program Services	Conservation Research	2,626
Middle East and North Africa	0	0	Program Services	Membership Revenues	0
North America	0	0	Program Services	Membership Revenues	0
North America	0	0	Program Services	Conservation Research	2,089
North America	0	0	Program Services	Education and Outreach	326
North America	0	0	Program Services	Marine Life Exhibition	4,231
South America	0	0	Program Services	Membership Revenues	0
South America	0	0	Program Services	Marine Life Exhibition	2,115
South America	0	0	Grantmaking		10,000
Totals ▶	0	0			31,126

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

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No. 1545-0047

2009

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
Monterey Bay Aquarium Foundation

Employer identification number
94-2487469

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

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

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

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
SDA Teleservices	Telephone Outreach		No	376,723	55,556	321,167
Charles Feldstein	Gift Consulting		No	0	132,000	0
Conservation Strategy Group	Gift Consulting		No	0	24,288	0
IDC LTD Total	Telephone Outreach		No	1,069,277	460,439	608,838
Seachange Strategy	Web Promotion		No	0	5,000	0
Total				1,446,000	677,283	930,005

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

CA

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		<u>Gala</u> (event type)	<u>Halloween Night</u> (event type)	<u>0</u> (total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts	524,672	27,200		551,872
	2 Less Charitable contributions	491,671			491,671
	3 Gross income (line 1 minus line 2)	33,001	27,200		60,201
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages	14,939			14,939
	8 Entertainment				
	9 Other direct expenses	147,299	14,139		161,438
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				176,377
11 Net income summary Combine lines 3, column d, and line 10. ▶				-116,176	

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

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

		Yes	No
9 Enter the state(s) in which the organization operates gaming activities _____			
a Is the organization licensed to operate gaming activities in each of these states?	9a		
b If "No," Explain _____			
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b If "Yes," Explain _____			
11 Does the organization operate gaming activities with nonmembers?	11		
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12		

		Yes	No
13 Indicate the percentage of gaming activity operated in			
a The organization's facility	13a		
b An outside facility	13b		
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records			
Name ▶ _____			
Address ▶ _____			
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?		15a	
b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____			
c If "Yes," enter name and address			
Name ▶ _____			
Address ▶ _____			
16 Gaming manager information			
Name ▶ _____			
Gaming manager compensation ▶ \$ _____			
Description of services provided ▶ _____			
<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor			
17 Mandatory distributions			
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		17a	
b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____			

**Schedule I
(Form 990)**

OMB No 1545-0047

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

2009

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

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
Monterey Bay Aquarium Foundation

Employer identification number
94-2487469

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
AZA Executive Office 8403 Colesville Rd Silver Springs, MD 20910	550526930	501(c)(3)	9,149				General Support
Blue Ocean Film Festival 798 Lighthouse Rd 324 Monterey, CA 93940	263191387	501(c)(3)	70,000				Sponsor of film festival
California State University Long Beach 6300 State Univ Dr 332 Long Beach, CA 90815	956106694	115	15,688				White Shark Research
Environmental Media Association 5979 W Third St Los Angeles, CA 90036	954268867	501(c)(3)	10,000				Environmental Media Awards Sponsor
Stanford University Oceanview Blvd Pacific Grove, CA 93950	941156365	501(c)(3)	285,293				White Shark and Tuna Research
University of California Santa Cruz 1156 High St A 309 EMS Bldg Santa Cruz, CA 93950	941539563	115	29,000				WATCH Scholarships & Tagging activities in the gulf of CA
University of Hawaii 2777 Kalakaua Ave Honolulu, HI 96815	996000354	115	115,738				Research of animals indigenous to Hawaii
University of California Davis One Shields Ave US Vet Med Davis, CA 95619	946036494	115	6,000				Sea Otter research

2 Enter total number of section 501(c)(3) and government organizations **8**

3 Enter total number of other organizations **0**

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

Part I Questions Regarding Compensation

	Yes	No
1a		
1b	Yes	
2	Yes	
3		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items
- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax idemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) |

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

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" 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 |

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

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Julie Packard	(i)	227,432	395	2,445	23,395	28,158	281,825	0
	(ii)	0	0	0	0	0	0	0
Edward E Prohaska	(i)	208,781	790	1,653	21,432	12,997	245,653	0
	(ii)	0	0	0	0	0	0	0
James Hekkers	(i)	238,032	790	3,104	24,424	20,190	286,540	0
	(ii)	0	0	0	0	0	0	0
Cristina Fekeci	(i)	187,257	790	2,061	19,578	30,158	239,844	0
	(ii)	0	0	0	0	0	0	0
George Michael Sutton	(i)	174,641	790	2,457	18,116	28,158	224,162	0
	(ii)	0	0	0	0	0	0	0
Don Hughes	(i)	163,399	790	2,410	17,016	20,740	204,355	0
	(ii)	0	0	0	0	0	0	0
Cynthia Vernon	(i)	144,527	790	2,153	14,792	17,374	179,636	0
	(ii)	0	0	0	0	0	0	0
Teresa Jeanine Merry	(i)	143,201	790	1,585	15,227	30,710	191,513	0
	(ii)	0	0	0	0	0	0	0
Randall Hamilton	(i)	138,245	790	1,909	14,035	10,643	165,622	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Form 990, Schedule J, Part I, Line 1a		<p>Tax gross-up payments To comply with IRS regulations, all employees with a cell phone (including the listed employees in Part VII, Section A) received a tax gross-up payment to cover taxes associated with cell phone fringe benefits. All payments were treated as taxable income and included in income reported on Schedule J, Part II, Column B (iii).</p> <p>Housing allowance or residence for personal use George Michael Sutton receives a housing allowance pursuant to his employment as approved by the Executive Compensation Committee. All payments were treated as taxable income and included in income reported on Schedule J, Part II, Column B (iii).</p> <p>Health club dues As part of the Aquarium's wellness program, all employees (including the listed employees in Part VII, Section A) are eligible to receive a monthly reimbursement of \$25 for health club dues if the employee meets the program goals. All payments were treated as taxable income and included in income reported on Schedule J, Part II, Column B (iii).</p>

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2009

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Monterey Bay Aquarium Foundation

Employer identification number 94-2487469

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

Table with 3 columns: (a) Name of disqualified person, (b) Description of transaction, (c) Corrected? Yes No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

Table with 7 main columns: (a) Name of interested person and purpose, (b) Loan to or from the organization?, (c) Original principal amount, (d) Balance due, (e) In default?, (f) Approved by board or committee?, (g) Written agreement?

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 3 columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

Table with 5 columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of transaction, (d) Description of transaction, (e) Sharing of organization's revenues?

SCHEDULE M (Form 990)

NonCash Contributions

OMB No 1545-0047

2009

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

Part I Types of Property

Table with 4 columns: (a) Check if applicable, (b) Number of Contributions, (c) Revenues reported on Form 990, Part VIII, line 1g, (d) Method of determining revenues. Rows include Art, Books, Clothing, Cars, Boats, Intellectual property, Securities, Real estate, Collectibles, Food inventory, Drugs, Taxidermy, Historical artifacts, Scientific specimens, Archeological artifacts, and Other.

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

29

Table with 3 columns: Question, Yes, No. Rows include 30a (During the year, did the organization receive by contribution any property...), 31 (Does the organization have a gift acceptance policy...), 32a (Does the organization hire or use third parties...), and 33 (If the organization did not report revenues...).

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Form 990, Schedule M, Line 32		<p>The Aquarium uses investment brokers to accept and liquidate gifts in the form of securities Form 990, Schedule M, Line 33</p> <p>The Aquarium collected an additional 120 contributions of food inventory reported as follows (a) Admission Revenue reported on Form 990, Part VIII, line 2a for \$50,000 (b) Other program revenue reported on Form 990, Part VIII, line 2c for \$299,350</p>

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

2009

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization
Monterey Bay Aquarium Foundation

Employer identification number
94-2487469

Identifier	Return Reference	Explanation
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Identifier	Return Reference	Explanation
Form 990, Part I, line 1 and Form 990, Part III, line 1		<p>The Mission of the Monterey Bay Aquarium is to inspire conservation of the oceans. The last quarter century has brought unprecedented and disturbing changes in the health of the marine environment worldwide, from the collapse of fisheries to the rise of ocean dead zones. In response, The Monterey Bay Aquarium has grown more resolute in its commitment to ensure a healthy future for our oceans. The breadth and scope of our programs continue to grow to address today's critical challenges: mismanagement of fisheries, destruction of coastal habitats and the increasingly urgent threat of global climate change. During 2009, we rose to that challenge by working to reach new audiences through our live exhibits, education programs and conservation initiatives. Form 990, Part III, Line 4a</p> <p>Marine Life Exhibition and Care Live exhibits are the most powerful tool we have to inspire visitors and forge a connection with ocean life - a connection that we hope will, and often does, lead to action on behalf of the oceans. As we celebrated our 25th year in 2009, over 1.9 million visitors were brought face to face with compelling marine animals and experiences. In April we opened a new special exhibition, "The Secret Lives of Seahorses" featuring more than a dozen species of seahorses, sea dragons, pipehorses and pipefish from around the world. It tells engaging stories of father seahorses giving birth and seahorse courtship dances, as well as important conservation stories about the threats facing these charismatic animals in the wild. It quickly became the most popular special exhibition we've ever created. We also began work on our 2010 special exhibition, "Hot Pink Flamingos: Stories of Hope in a Changing Sea." Through the lives of compelling animals like wading birds, jellies, sea turtles, penguins and the inhabitants of a living coral reef, we'll tell the story of the impacts that global climate change is having on ocean life. It will replace another special exhibition, "Wild About Otters," that closed in September 2009.</p> <p>Permanent exhibits and public programs were dynamic throughout the year. We exhibited and successfully released the fifth young great white shark we've brought to the Aquarium since 2004. We attracted interest from marine scientists when we placed three rare cow cod rockfish on exhibit in June - deepwater animals that have never been exhibited before. And we briefly hosted another uncommon deepwater species, the prickly shark, before returning it to the wild. We brought cuttlefish back to our "Splash Zone" family galleries, as well as a huge spiny lobster from southern California that was donated by a scuba diver (and Aquarium member) who decided to share his impressive catch with the public. Because it's important to keep our exhibits current so we can inspire new generations of visitors, we began planning for a major transformation of our Outer Bay galleries. To support that project, we began construction of the Animal Research and Conservation Center that will serve both as a holding facility as well as a research and development center for marine animals we plan to put on exhibit. It will also be used for medical treatment of large sharks and rays, and as a holding area for animals we intend to return to the wild. Form 990, Part III, Line 4b</p> <p>Education and Outreach In 2009 many of our already successful education and outreach programs matured and expanded their reach. Through our first 25 years, our educators have connected nearly 2 million schoolchildren with marine life in ways that can't be duplicated in a school classroom. We offer five different programs, from the Splash Zone-based bilingual lessons for Head Start preschoolers, to flexibly structured Home School Days. We hosted more than 72,000 students in these programs in 2009. One of our comprehensive education programs, the Watsonville Area Teens Conserving Habitats program (WATCH) continued to have significant impacts in the predominantly Hispanic farmworker community. The collaboration, conducted at Pajaro Valley High School, teaches students about their local environment, conservation research methods and community outreach. Once again, WATCH students who graduated from high school received a total of \$8,000 in scholarships from the Aquarium. And we made plans to expand the program into a second Watsonville-area high school in 2010. We reach out to teachers, too, with workshops and week-long institutes throughout the year. In 2009, we also hosted more than 400 peers with the National Marine Educators Association. These programs, involving more than 1,400 teachers, provide effective new tools to teach students about marine science and ocean conservation. Many of the educators told us that these programs renew their commitment to teaching, or spark a new interest in marine science. These intensive programs for teachers are highly impactful, since through each of them we reach many students. Community outreach initiatives also changed and grew in 2009. We continued to strengthen our ties to California's growing Hispanic community, and to under-served audiences. Our free Aquarium admission programs through local libraries and nonprofit social service organizations brought more than 46,000 low-income and special needs visitors to the Aquarium. At the Aquarium, more than 1,100 individuals volunteered nearly 157,000 hours during 2009 to help clean exhibits, feed sea otter pups, explain sea stars to toddlers, show a hand-held exhibit of jellies to a visitor, discuss why eating sustainable seafood helps the ocean, and make countless other connections that further our mission in very personal ways. We continued to expand our lineup of customized "Aquarium Adventures" programs - hands-on experiences like behind-the-scenes tours, family sleepovers beside our exhibits, SCUBA for kids and sailing adventures on Monterey Bay - to engage our visitors in new ways. We reached over 29,000 visitors through these programs which helped forge deeper connections to our mission. Form 990, Part III, Line 4c</p> <p>Conservation and Research Through several ongoing Aquarium-led conservation research collaborations, much more is understood about the natural environment of and risks facing sea otters, white sharks and tuna - species with key roles in the ocean's delicate balance and that face serious threats in the wild. Our researchers have devoted years to studying these charismatic animals. Like a giant puzzle, we are slowly adding pieces, and a critical understanding is beginning to emerge. Our 25 years of work with California's threatened sea otters continued to generate new insights into the slow recovery of the population, from our field documentation of sea otter behavior to the progress of our veterinary team in identifying and treating parasites and diseases that are affecting many sea otters in prime breeding age. Assessing the risk factors is the key to achieving a sustainable recovery of California sea otters, once nearly extinct, and is the current focus of our program in this area. We will also concentrate on evaluating steps to better manage human activities that threaten sea otters and the nearshore ecosystem on which they depend. In 2009 Aquarium researchers continued to work with an extended team of biologists studying the sea otter population off Big Sur. The team is comparing the health and reproduction rate of Big Sur sea otters - at the heart of the animals' range - with those found in Monterey Bay and other areas closer to urban and agricultural centers. Our work to increase knowledge about white sharks, another protected species, also continues. We collected, exhibited for 69 days, and then tagged and successfully released our fifth white shark from the Outer Bay exhibit, giving tens of thousands of visitors a chance to see this mysterious ocean predator face to face. And, as we have since 2002, we continued to tag and track juvenile white sharks in the wild - filling gaps in the little-known life history of these animals.</p>

Identifier	Return Reference	Explanation
Our research partners tagged more adult white sharks off the Farallon		<p>Islands and Point Ao Nuevo Shark researchers with whom we partner have tracked nearly 180 adult white sharks off the California Central Coast using data-collecting tags that provide new insights into the far-ranging travels of white sharks in the eastern Pacific. Their findings documenting that California's adult great whites are isolated from other white shark populations around the world were published in the scientific press in November 2009. Bluefin tuna are another major focus of our conservation research program. Our partners at the Tag-A-Giant program have now tagged nearly 1,100 Atlantic bluefin tuna and more than 650 Pacific bluefin tuna to gain a detailed understanding of the life history, migration routes, and feeding and spawning grounds for these incredible fish - the most sought-after yet endangered fish in the world. Tagging has revealed that the two populations of Atlantic bluefin tuna - found in the Gulf of Mexico and the Mediterranean - intermingle and interbreed. These data, published in the scientific press, reinforced calls by the conservation community to suspend fishing for the severely depleted Atlantic bluefin tuna population. For ocean advocates, 2009 brought significant progress toward policy reforms to protect our oceans for future generations. The Aquarium, through its Center for the Future of the Oceans, was deeply involved in advocating for these reforms. Our conservation and research programs help inform our policy initiatives, which focus primarily on the California coast and Pacific Ocean. At the federal level, the Obama administration announced plans to craft a comprehensive national ocean policy. Executive Director Julie Packard testified before a federal panel seeking comments on critical national ocean policy issues. In California, we continue to support creation of a robust statewide network of marine protected areas-including fully protected marine reserves. By the close of 2009, 40 new underwater parks had been established, protecting over 350 square miles of the Central and North Central California coast, and work had begun to shape the network for southern California waters. In 2009, we added climate change as a new area of focus for our policy work. We will strive to raise awareness among our audiences about the connection between climate change and the oceans, and to inspire public action on a personal and policy level. In 2009 we celebrated the 10th Anniversary of our nationally respected Seafood Watch program. With our partner institutions across the U.S. we've put over 34 million pocket guides in the hands of seafood consumers. Culinary celebrities such as Alton Brown, Martha Stewart and Emeril Lagasse brought the Seafood Watch message into millions of homes nationwide. Seafood Watch remains the most cited and respected sustainable seafood resource for media across North America. Our free "Seafood Guide" iPhone app launched in January and has been enormously successful with over 200,000 downloads. Users are able to access over 350 recommendations for seafood, including our popular sustainable sushi guide. In 2009, the Aquarium sponsored its first seafood legislation the California Sustainable Seafood Bill. Local Assembly member Bill Monning worked with our policy team and fishery scientists to create legislation that will benefit California's commercial fisheries and the sustainable seafood movement. In October 2009, on the Aquarium's 25th anniversary, we released our benchmark report, Turning the Tide: The State of Seafood. It details significant and continuing threats to healthy oceans from mismanagement of wild-caught fisheries and a booming fish-farming sector, and highlights trends that offer hope for the future. In conjunction with release of the much-heralded report, we launched a national campaign asking top chefs and culinary leaders to take a "Save Our Seafood" pledge not to serve items from our Seafood Watch red "Avoid" list. More than two dozen prominent chefs signed on. We continue to partner with major seafood buyers, and secured a deeper commitment from an existing partner, Compass Group North America. Our newest partner, Santa Monica Seafood, is the largest distributor in southern California and the Southwest. These partnerships are resulting in the purchase of millions of pounds of sustainable seafood. Over time, increased demand from major buyers can transform the entire supply chain and ultimately lead to changes in the way seafood is caught or farmed.</p> <p>Form 990 Part III Line 4d Other Program Services includes activities to provide a high quality experience for the more than 1.9 million people visiting the Aquarium in 2009. Form 990, Part VI, Section A, line 2. Trustees Julie Packard and Susan Orr are sisters. Marcia McNutt, a Trustee, was the CEO of Monterey Bay Aquarium Research Institute ("MBARI") of which Julie Packard and Susan Orr are Board members. Christopher Scholin, a Trustee, is now the CEO of MBARI.</p> <p>Form 990, Part VI, Section A, line 11A. The Form 990 is prepared by Grant Thornton LLP based on audited financial statements and with the assistance of the Aquarium's finance and accounting staff. The final draft of the Form 990 is reviewed by the CFO and the Executive Director. Upon acceptance of the draft by the CFO and Executive Director, the draft Form 990 is delivered to the Finance Committee of the Board of Trustees in advance of their next meeting. The Finance Committee reviews the draft during the meeting, with the CFO and Executive Director present for questions and discussion. Finally, the Board receives a copy of the final version of the Form 990 prior to filing.</p> <p>Form 990, Part VI, Section B, Line 12c. The Aquarium regularly and consistently monitors and enforces compliance with its conflict of interest policy. For the trustees and officers Conflict of Interest Policy, the Executive Director's office requests completion of the annual disclosure form by January 31 for all trustees and officers. The Executive Director assures that all forms have been received, prepares a summary of disclosures, and forwards the completed forms and the summary to the Aquarium's Legal Counsel. Following Legal Counsel review, the Executive Director presents the disclosures to the Board's Executive Compensation Committee, which reviews the disclosures and makes a report to the Board at its May Board meeting. The Chief Financial Officer also reviews the completed forms and the summary, and is responsible for assuring appropriate reporting to the external auditors and disclosure in the annual tax filings. Trustees and officers have a continuing duty to make additional disclosures throughout the year. For the employees Code of Ethical Conduct Policy, the Vice President of Human Resources forwards the Code, which includes a section on conflicts of interest, to all managers by January 31 and each manager responds that they have read it and are in compliance. They are also required to disclose any interests which could give rise to conflict. Disclosures (and mitigation plans, if appropriate) are reviewed by the Executive Director, Vice President of Human Resources and Chief Financial Officer by March.</p> <p>Form 990, Part VI, Section B, Line 15. Compensation consultants were engaged to conduct a review of all senior staff positions including officers and key employees. A custom survey was conducted which included 20 comparable organizations. Market data was gathered and analyzed by a national compensation consulting firm. Results were reviewed by Executive Compensation Committee and were used by the Committee to formally review and confirm that their compensation is appropriate. The review was contemporaneously documented in the Committee minutes. The Board approves the compensation of the Executive Director. Compensation for the Managing Director, CFO, and other top management officials are approved by the Executive Compensation Committee.</p> <p>Form 990, Part VI, Section C, Line 19. The Aquarium makes its audited financial statements and Form 990 for the most recent three years available to the public by posting on its website. The conflicts of interest policy and governing documents are provided upon request within two business days provided upon request within two business days.</p>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2009

**Open to Public
Inspection**

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
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Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
---	-------------------------	--	----------------------------	---	----------------------------------

Monterey Bay Aquarium Support Services
99 Pacific Street
Monterey, CA 93940
77-0569564

Property Mgmt

CA

501(c)(3)

11a

NA

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
---	-------------------------	--	----------------------------------	--	------------------------------	------------------------------------	-----------------------------

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

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

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

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1)	Monterey Bay Aquarium Support Services	C	1,000,000
(2)	Monterey Bay Aquarium Support Services	R	322,768
(3)			
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No