

2010

Open to Public Inspection

Form 990

Return of Organization Exempt From Income Tax

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

Department of the Treasury Internal Revenue Service

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

Header section A-M containing organization name (MONTEREY BAY AQUARIUM FOUNDATION), EIN (94-2487469), address (886 CANNERY ROW, MONTEREY, CA 93940), and principal officer (JULIE PACKARD).

Part I Summary

Summary table with columns for line number, description, and amounts for Prior Year and Current Year. Includes sections for Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances.

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.

Signature block for Edward E. Prohaska, CFO, dated 11/14/11.

Preparer information for Christina Beckwith, Grant Thornton LLP, dated 11/14/11.

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

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2010)

SCANNED DEC 16 2011

Part III Statement of Program Service Accomplishments

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

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 \$ 23,700,822. including grants of \$ 10,800.) (Revenue \$ 31,947,828.)
MARINE LIFE EXHIBITION AND CARE - SEE SCHEDULE O

4b (Code _____) (Expenses \$ 8,365,500. including grants of \$ 15,000.) (Revenue \$ 1,801,223.)
EDUCATION AND OUTREACH - SEE SCHEDULE O

4c (Code _____) (Expenses \$ 6,130,245. including grants of \$ 458,716.) (Revenue \$ 0.)
CONSERVATION AND RESEARCH - SEE SCHEDULE O

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 12,376,772. including grants of \$ 0.) (Revenue \$ 0.)

4e Total program service expenses ▶ 50,573,339.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, response box, Yes, and No. Contains questions 1a through 14b regarding IRS filings and tax compliance.

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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			
ATTACHMENT 1										
(1) DR PETER S BING MD CHAIRMAN	1.00	X		X			0	0	0	
(2) JULIE PACKARD EXECUTIVE DIR, VICE CHAIRMAN	28.00	X		X			232,734	0	40,223	
(3) SUSAN FORD DORSEY TRUSTEE	1.00	X					0	0	0	
(4) STEPHEN C NEAL TRUSTEE	1.00	X					0	0	0	
(5) SUSAN ORR TRUSTEE	1.00	X					0	0	0	
(6) JAMES E CANALES TRUSTEE	1.00	X					0	0	0	
(7) MARGARET CALDWELL TRUSTEE	1.00	X					0	0	0	
(8) GORDON R SMITH TRUSTEE	1.00	X					0	0	0	
(9) MARK WAN TRUSTEE	1.00	X					0	0	0	
(10) PIETRO PARRAVANO TRUSTEE	1.00	X					0	0	0	
(11) PAUL L DAVIES III TRUSTEE	1.00	X					0	0	0	
(12) MICHAEL MANTELL TRUSTEE	1.00	X					0	0	0	
(13) CAROLINE GETTY TRUSTEE	1.00	X					0	0	0	
(14) CONNIE MARTINEZ TRUSTEE	1.00	X					0	0	0	
(15) CHRIS SCHOLIN TRUSTEE	1.00	X					0	0	0	
(16) M R C GREENWOOD TRUSTEE	1.00	X					0	0	0	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(17) JOAN LANE TRUSTEE	1.00	X					0.	0.	0.	
(18) EDWARD E PROHASKA CHIEF FINANCIAL OFFICER	40.00			X			217,117.	0.	30,821.	
(19) JAMES HEKKERS MANAGING DIRECTOR	40.00			X			246,085.	0.	40,461.	
(20) BARBARA WRIGHT SECRETARY	1.00			X			0.	0.	0.	
(21) CRISTINA FEKECI CHIEF DEVELOPMENT OFFICER	40.00				X		192,730.	0.	36,794.	
(22) GEORGE MICHAEL SUTTON VP DIR CTR FOR FUTURE OCEANS	40.00					X	176,877.	0.	39,764.	
(23) DON HUGHES VP EXHIBITIONS	40.00					X	167,563.	0.	34,205.	
(24) CYNTHIA VERNON VP EDUC GUEST RESEARCH PRGM	40.00					X	150,009.	0.	28,228.	
(25) TERESA JEANINE MERRY VP HUMAN RESOURCES	40.00					X	144,669.	0.	41,018.	
(26) EDWARD CASSANO DIRECTOR CONSERVATION OUTREACH	40.00					X	186,504.	0.	33,857.	
(27)										
(28)										
1b Sub-total							1,714,288.	0.	325,371.	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							1,714,288.	0.	325,371.	

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 **28**

- 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		

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

Part 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	9,146,410.				
	c	Fundraising events	1c					
	d	Related organizations	1d	1,500,000.				
	e	Government grants (contributions)	1e	911,753.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	15,042,841.				
	g	Noncash contributions included in lines 1a-1f \$		1,343,635.				
	h	Total. Add lines 1a-1f		26,601,004				
Program Service Revenue	2a	ADMISSION FEES	Business Code 611600	30,670,724.	30,670,724.			
	b	PRIVATE EVENT REVENUE	713990	866,182.	778,707.	87,475.		
	c	OTHER PROGRAM REVENUE	900099	1,801,223	1,801,223.			
	d	FOOD SERVICE	722320	478,192.	475,152.	3,040.		
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		33,816,321				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,748,786.		1,748,786.	
4		Income from investment of tax-exempt bond proceeds		0				
5		Royalties		8,776.	8,776.			
6a		Gross Rents	(i) Real	2,433,350.				
			(ii) Personal	125,000.				
			b	Less rental expenses				855,844.
			c	Rental income or (loss)				1,577,506.
d		Net rental income or (loss)		1,702,506.				
7a		Gross amount from sales of assets other than inventory	(i) Securities	25,465,749.				
			(ii) Other					
			b	Less cost or other basis and sales expenses				26,434,871
			c	Gain or (loss)				-969,122.
d		Net gain or (loss)		-969,122.				
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a	29,447.				
b		Less direct expenses	b	17,238				
c	Net income or (loss) from fundraising events		12,209.			12,209.		
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	900099	170,064.	170,064.				
b	LOSS ON FIXED ASSET DISPOSAL	900099	-246,110.	-246,110.				
c								
d	All other revenue							
e	Total. Add lines 11a-11d		-76,046.					
12	Total revenue. See instructions		62,844,434.	33,658,536.	90,515.	1,760,995.		

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	459,516.	459,516.		
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22	15,000.	15,000.		
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	1,036,965.		807,441.	229,524.
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	20,879,068.	18,190,425.	2,071,780.	616,863.
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions).	1,773,630.	1,555,023.	169,250.	49,357.
9	Other employee benefits	3,209,976.	2,663,783.	415,426.	130,767.
10	Payroll taxes	1,585,982.	1,354,857.	176,302.	54,823.
11	Fees for services (non-employees)				
a	Management	0.			
b	Legal	297,705.	237,654.	59,819.	232.
c	Accounting	196,088.		196,088.	
d	Lobbying	122,211.	10,255.		111,956.
e	Professional fundraising services See Part IV, line 17	795,153.			795,153.
f	Investment management fees	149,221.		149,221.	
g	Other	5,868,054.	5,030,402.	771,962.	65,690.
12	Advertising and promotion	3,456,354.	3,443,886.	12,468.	
13	Office expenses	5,661,291.	4,977,372.	400,317.	283,602.
14	Information technology	301,913.	285,056.	13,353.	3,504.
15	Royalties	0.			
16	Occupancy	1,556,061.	1,467,438.	86,702.	1,921.
17	Travel	1,098,809.	929,527.	100,801.	68,481.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19	Conferences, conventions, and meetings	142,646.	110,796.	27,568.	4,282.
20	Interest	48.		48.	
21	Payments to affiliates	0.			
22	Depreciation, depletion, and amortization	8,444,645.	8,178,228.	258,311.	8,106.
23	Insurance	414,153.	396,537.	17,085.	531.
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	<u>MERCHANT FEES</u>	639,720.	552,973.		86,747.
b	<u>DONATED GOODS</u>	740,011.	591,946.	20,000.	128,065.
c	<u>MISCELLANEOUS EXPENSES</u>	-1,282.	42,727.	-44,009.	
d	<u>NONFUNDRAISING EVENT COST</u>	69,938.	69,938.		
e	-----				
f	All other expenses -----				
25	Total functional expenses. Add lines 1 through 24f	58,922,876.	50,573,339.	5,709,933.	2,639,604.
26	Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). 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) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	11,741,036.	1	10,881,697.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	32,665,345.	3	30,988,458.
	4	Accounts receivable, net	1,288,225.	4	1,247,876.
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	378,440.	9	445,122.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 234,047,184.		
	b	Less accumulated depreciation	10b 104,715,721.	10c	129,331,463.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11	118,309,013.	12	131,990,844.
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	722,806.	15	736,090.
16	Total assets. Add lines 1 through 15 (must equal line 34)	289,804,352.	16	305,851,550.	
Liabilities	17	Accounts payable and accrued expenses	5,758,090.	17	5,705,108.
	18	Grants payable	57,500.	18	20,000.
	19	Deferred revenue	7,285,667.	19	6,272,162.
	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	306,562.	25	295,991.
	26	Total liabilities. Add lines 17 through 25	13,407,819.	26	12,293,261.
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	224,095,263.	27	245,712,734.
	28	Temporarily restricted net assets	39,219,630.	28	34,708,800.
	29	Permanently restricted net assets	13,081,640.	29	13,136,755.
	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	276,396,533.	33	293,558,289.	
34	Total liabilities and net assets/fund balances	289,804,352.	34	305,851,550.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	62,844,434.
2	Total expenses (must equal Part IX, column (A), line 25)	2	58,922,876.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,921,558.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	276,396,533.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	13,240,198.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	293,558,289.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	X	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

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

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

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
 - h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above of 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	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2010

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
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 section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	16,320,351.	49,074,566.	31,383,828.	29,244,577.	26,601,004.	152,624,326.
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	26,707,144.	30,981,649.	30,564,881.	35,048,913.	33,755,253.	157,057,840.
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	43,027,495.	80,056,215.	61,948,709.	64,293,490.	60,356,257.	309,682,166.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,089,923.	31,599,703.	7,156,080.	7,010,760.	1,266,744.	49,123,210.
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.	2,089,923.	31,599,703.	7,156,080.	7,010,760.	1,266,744.	49,123,210.
8 Public support (Subtract line 7c from line 6)						260,558,956.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6.	43,027,495.	80,056,215.	61,948,709.	64,293,490.	60,356,257.	309,682,166.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,952,212.	5,204,656.	4,621,089.	4,410,388.	4,190,912.	23,379,257.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	4,952,212.	5,204,656.	4,621,089.	4,410,388.	4,190,912.	23,379,257.
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) <u>ATCH 1</u>	95,673.	34,748.	130,145.	81,975.	170,064.	512,605.
13 Total support. (Add lines 9, 10c, 11, and 12)	48,075,380.	85,295,619.	66,699,943.	68,785,853.	64,717,233.	333,574,028.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	78.11%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	75.41%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	7.01%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	8.30%

19a 33 1/3% support tests - 2010. 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 - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

SCHEDULE A, PART III - OTHER INCOME

IN 2010, THE MAJORITY OF OTHER INCOME WAS EARNED FROM CONTRACT WORK RELATING TO (1) RESEARCH FOR THE FEDERAL GOVERNMENT ON THE GULF OF MEXICO OIL SPILL AND (2) RESEARCH ON SUSTAINABLE FISHERIES RELATED TO THE SEAFOOD WATCH PROGRAM.

ATTACHMENT 1

SCHEDULE A, PART III - OTHER INCOME

DESCRIPTION	2006	2007	2008	2009	2010	TOTAL
OTHER INCOME	95,673.	34,748.	130,145.	81,975.	170,064.	512,605.
TOTAL	<u>95,673.</u>	<u>34,748.</u>	<u>130,145.</u>	<u>81,975.</u>	<u>170,064.</u>	<u>512,605.</u>

SCHEDULE C
(Form 990 or 990-EZ)

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

OMB No 1545-0047

2010
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, Part V, line 35a (Proxy Tax), then

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

Name of organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
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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 on behalf of or in opposition to candidates for public office in Part IV
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours

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

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

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	11,346.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	140,718.													
c	Total lobbying expenditures (add lines 1a and 1b)	152,064.													
d	Other exempt purpose expenditures	58,774,910.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	58,926,974.													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 65%;">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 checked="" 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total	
2 a	Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b	Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c	Total lobbying expenditures	24,140.	132,859.	142,964.	152,064.	452,027.
d	Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f	Grassroots lobbying expenditures	3,856.	15,585.	4,660.	11,346.	35,447.

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

Table with columns (a) Yes/No and (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation... a Volunteers? b Paid staff or management... c Media advertisements? d Mailings to members... e Publications... f Grants to other organizations... g Direct contact with legislators... h Rallies, demonstrations... i Other activities? j Total. Add 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).

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

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

Table with columns Yes/No. Rows include: 1 Dues, assessments and similar amounts from members 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). a Current year b Carryover from last year c Total 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

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

Series of horizontal dashed lines for providing supplemental information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization: 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 for totals. Rows 5-6 for questions about donor advisement.

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

1 Purpose(s) of conservation easements... 2 Complete lines 2a through 2d... Table with 2 columns: Held at the End of the Tax Year. Rows 2a-2d.

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... 1b If the organization elected, as permitted under SFAS 116... 2 If the organization received or held works of art...

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

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

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

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

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

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

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

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	75,328,843.	74,637,452.	65,871,281.		
b Contributions	1,018,399.	165,475.	8,766,171.		
c Net investment earnings, gains, and losses	1,550,640.	902,723.			
d Grants or scholarships					
e Other expenditures for facilities and programs	463,374.	376,807.			
f Administrative expenses					
g End of year balance	77,434,508.	75,328,843	74,637,452.		

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

- a Board designated or quasi-endowment ► 80.4300 %
- b Permanent endowment ► 19.5700 %
- 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)	X
(ii) related organizations	3a(ii)	X
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 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		142,829,239	61,742,328	81,086,911.
c Leasehold improvements		756,385	731,255	25,130.
d Equipment		25,470,215	15,621,501	9,848,714.
e Other		54,907,467	26,620,637	28,286,830.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)				129,331,463.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) MULTISTRATEGY COMMODITY FUND	85,184,516.	FMV
(B) HEDGE EQUITY FUNDS	17,006,083.	FMV
(C) MULTISTRATEGY COMMODITY FUND	4,807,780.	FMV
(D) PRIVATE CAPITAL FUNDS	764,669.	FMV
(E) MULTISTRATEGY FIXED INC FUND	16,259,508.	FMV
(F) COMMONFUND - NON MARKETABLE	7,954,134.	FMV
(G) MONEY MARKET	14,154.	FMV
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	131,990,844.	

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

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

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

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

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) GIFT ANNUITY PAYMENT LIABILITY	295,991.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	295,991.

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

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

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

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

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

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 2010. AS SUCH, THE AQUARIUM DOES NOT HAVE A DEFERRED TAX ASSET ON THE STATEMENT OF FINANCIAL POSITION AND THERE HAVE BEEN NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS TAX EXPENSE IN THE CONSOLIDATED STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS.

THE AQUARIUM IS SUBJECT TO INCOME TAXES IN THE U.S. AND CALIFORNIA ON UNRELATED BUSINESS INCOME. THE AQUARIUM'S FEDERAL RETURNS SINCE DECEMBER 31, 1995 REMAIN SUBJECT TO THE FEDERAL STATUTE OF LIMITATIONS. THE AQUARIUM'S CALIFORNIA RETURNS SINCE DECEMBER 31, 2001 REMAIN SUBJECT TO THE CALIFORNIA STATUTE OF LIMITATIONS.

THE AQUARIUM DOES NOT ANTICIPATE THAT THERE WILL BE ANY MATERIAL CHANGES IN ITS UNRECOGNIZED TAX POSITIONS OVER THE NEXT 12 MONTHS.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

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

2010

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

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 V the organization's procedures for monitoring the use of grant funds outside the United States

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EAST ASIA AND THE PACIFIC	0.	0.	PROGRAM SERVICES	SEE PART V	17,014.
(2) EUROPE	0.	0.	PROGRAM SERVICES	SUSTAINABLE SEAFOOD	13,564.
(3) SOUTH AMERICA	0.	0.	GRANTMAKING	PENGUIN ACQUISITION	10,000.
(4) MIDDLE EAST AND NORTH AFRICA	0.	0.	PROGRAM SERVICES	SEE PART V	2,083.
(5) NORTH AMERICA	0.	0.	PROGRAM SERVICES	ANIMAL COLLECTING	33,222.
(6) NORTH AMERICA	0.	0.	PROGRAM SERVICES	SUSTAINABLE SEAFOOD	8,720.
(7) NORTH AMERICA	0.	0.	PROGRAM SERVICES	GRAPHIC DESIGN REVIEW	510.
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total,	0.	0.			85,113
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	0.	0.			85,113.

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

Schedule F (Form 990) 2010

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH AMERICA	PENGUIN ACQUISITION	10,000.	WIRE			
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities.

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

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

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with respect to Certain Foreign Corporations (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V Supplemental Information

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

FORM 990, SCHEDULE F, PART I, LINE 2:

THE AQUARIUM REQUIRES POTENTIAL GRANT RECIPIENTS TO SUBMIT FORMAL APPLICATIONS WHICH ARE REVIEWED BY THE PROGRAM MANAGER AND DIRECTOR OF FINANCE FOR CONSISTENCY WITH THE AQUARIUM'S MISSION AND COMPLIANCE WITH THE ANNUAL BUDGET. FURTHERMORE, THE AQUARIUM REQUIRES A WRITTEN REPORT FROM THE GRANTEE PROVIDING DETAIL ABOUT HOW FUNDS WERE USED TO ACCOMPLISH THE GRANT OBJECTIVES. REPORTS ARE REVIEWED BY THE PROGRAM MANAGER AS WELL AS THE DIRECTOR OF FINANCE FOR COMPLIANCE WITH GRANT CONDITIONS.

FORM 990, SCHEDULE F, PART I, LINE 3:

EXPENDITURES FOR SENIOR STAFF TRAVEL TO JAPAN AND DUBAI TO TOUR PUBLIC AQUARIUMS TO LEARN OF BEST PRACTICES FOR THE PURPOSE OF FULFILLING THE AQUARIUM'S MISSION OF OCEAN CONSERVATION THROUGH THE OPERATION OF A PUBLIC AQUARIUM.

FORM 990, SCHEDULE F, PART IV, LINE 6:

SENIOR STAFF TRAVELED TO DUBAI TO TOUR PUBLIC AQUARIUMS TO LEARN OF BEST PRACTICES FOR THE PURPOSE OF FULFILLING THE AQUARIUM'S MISSION OF OCEAN CONSERVATION THROUGH THE OPERATION OF A PUBLIC AQUARIUM.

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events
		HALLOWEEN NIGHT (event type)	(event type)	0. (total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	29,447.		29,447.
	2	Less Charitable contributions			
	3	Gross income (line 1 minus line 2).	29,447.		29,447.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages	8,795.		8,795.
	8	Entertainment	1,855.		1,855.
	9	Other direct expenses	6,588.		6,588.
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			(17,238.)
11	Net income summary. Combine line 3, column (d), and line 10 ▶			12,209.	

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	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
6	Volunteer labor	Yes _____ %	Yes _____ %	Yes _____ %	
		No _____ %	No _____ %	No _____ %	
7	Direct expense summary Add lines 2 through 5 in column (d) ▶				(_____)
8	Net gaming income summary Combine line 1, column d, and line 7 ▶				

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

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

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

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

Name ▶ -----

Address ▶ -----

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

Name ▶ -----

Address ▶ -----

16 Gaming manager information

Name ▶ -----

Gaming manager compensation ▶ \$ -----

Description of services provided ▶ -----

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

PART I LINE 2B

INVOICES FROM FUNDRAISERS ARE REVIEWED TO DETERMINE IF A COMPONENT OF THE FEES PAID ARE FOR A REIMBURSEMENT OF EXPENSES. OF THE \$779,472 REPORTED IN PART 2B, \$2,614 WAS FOR REIMBURSEMENT OF EXPENSES.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2010

**Open to Public
Inspection**

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. Yes No

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	AZA EXECUTIVE OFFICE 8403 COLEVILLE RD SILVER SPRINGS, MD 20910	55-0526930	501(C)(3)	10,000.				SAVORING SUSTAINABLE SEAFOOD EVENT
(2)	CALIFORNIA STATE UNIVERSITY LONG BEACH 6300 STATE UNIV DR 332 LONG BEACH, CA 90815	95-6106694	115	42,306.				WHITE SHARK RESEARCH ENVIRONMENTAL MEDIA AWARDS SPONSORSHIP
(3)	ENVIRONMENTAL MEDIA ASSOCIATION 5979 W THIRD ST LOS ANGELES, CA 90036	95-4268867	501(C)(3)	10,000.				WHITE SHARK RESEARCH BOSTON SEAFOOD SHOW SPONSORSHIP
(4)	STANFORD UNIVERSITY OCEANVIEW BLVD PACIFIC GROVE, CA 93950	94-1156365	501(C)(3)	186,351.				INTL WHITE SHARK SYMPOSIUM
(5)	SPITFIRE STRATEGIES 1800 M ST NW, #200 NORTH	81-0561016		5,100.				2010 FILM FESTIVAL SPONSORSHIP
(6)	MARINE CONSERVATION INSTITUTE 2809 S. MISSION RD STE G	20-8328051	501(C)(3)	10,000.				MANTA RESEARCH AND TAGS
(7)	AMERICAN CULINARY EDUCATION 180 CENTER PLACE WAY	38-2172192	501(C)(3)	15,000.				RESEARCH OF WHITE SHARKS AND MANTAS
(8)	UC SANTA CRUZ 1156 HIGH STREET, EMS BLDG	94-1539563	115	18,000.				
(9)	UNIVERSITY OF HAWAII 2777 KALAKAUA AVENUE HONOLULU, HI 96815	99-6000354	115	125,298.				
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations 8
- 3 Enter total number of other organizations 1

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

1	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1	SCHOLARSHIPS	15.	15,000.			
2						
3						
4						
5						
6						
7						

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

FORM 990, SCHEDULE I, PART I, LINE 2:

THE AQUARIUM REQUIRES POTENTIAL GRANT RECIPIENTS TO SUBMIT FORMAL APPLICATIONS WHICH ARE REVIEWED BY THE PROGRAM MANAGER AND DIRECTOR OF FINANCE FOR CONSISTENCY WITH THE AQUARIUM'S MISSION AND COMPLIANCE WITH THE ANNUAL BUDGET. FURTHERMORE, THE AQUARIUM REQUIRES A WRITTEN REPORT FROM THE GRANTEE PROVIDING DETAIL ABOUT HOW FUNDS WERE USED TO ACCOMPLISH THE GRANT OBJECTIVES. REPORTS ARE REVIEWED BY THE PROGRAM MANAGER AS WELL AS THE DIRECTOR OF FINANCE FOR COMPLIANCE WITH GRANT CONDITIONS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
MONTEREY BAY AQUARIUM FOUNDATION

Employer identification number
94-2487469

Part I Questions Regarding Compensation

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

- | | |
|--|---|
| <input checked="" type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input 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 on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

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

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

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input 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 from the organization or a related organization? **4a** Yes No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** Yes No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** Yes No

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

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

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

- a** The organization? **5a** Yes No
- b** Any related organization? **5b** Yes No
- 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? **6a** Yes No
- b** Any related organization? **6b** Yes No
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
1b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4c	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>

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

Schedule J (Form 990) 2010

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

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

Note. The sum of columns (B)(i)-(iii) 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				
1	JULIE PACKARD	(i) 231,379. (ii) 0. (iii) 0.	395. 0. 0.	960. 0. 0.	23,596. 0. 0.	16,627. 0. 0.	272,957. 0. 0.	0. 0. 0.
2	EDWARD E PROHASKA	(i) 215,566. (ii) 0. (iii) 0.	790. 0. 0.	761. 0. 0.	21,824. 0. 0.	8,997. 0. 0.	247,938. 0. 0.	0. 0. 0.
3	JAMES HEKKERS	(i) 240,589. (ii) 0. (iii) 0.	790. 0. 0.	4,706. 0. 0.	24,500. 0. 0.	15,961. 0. 0.	286,546. 0. 0.	0. 0. 0.
4	CRISTINA FEKECI	(i) 190,530. (ii) 0. (iii) 0.	790. 0. 0.	1,410. 0. 0.	19,746. 0. 0.	17,048. 0. 0.	229,524. 0. 0.	0. 0. 0.
5	GEORGE MICHAEL SUTTON	(i) 175,758. (ii) 0. (iii) 0.	790. 0. 0.	329. 0. 0.	18,155. 0. 0.	21,609. 0. 0.	216,641. 0. 0.	0. 0. 0.
6	DON HUGHES	(i) 165,166. (ii) 0. (iii) 0.	790. 0. 0.	1,607. 0. 0.	17,194. 0. 0.	17,011. 0. 0.	201,768. 0. 0.	0. 0. 0.
7	CYNTHIA VERNON	(i) 148,016. (ii) 0. (iii) 0.	790. 0. 0.	1,203. 0. 0.	15,091. 0. 0.	13,137. 0. 0.	178,237. 0. 0.	0. 0. 0.
8	TERESA JEANINE MERRY	(i) 143,435. (ii) 0. (iii) 0.	790. 0. 0.	444. 0. 0.	15,357. 0. 0.	25,661. 0. 0.	185,687. 0. 0.	0. 0. 0.
9	EDWARD CASSANO	(i) 98,805. (ii) 0. (iii) 0.	0. 0. 0.	87,699. 0. 0.	10,287. 0. 0.	23,570. 0. 0.	220,361. 0. 0.	0. 0. 0.
10		(i) --- (ii) --- (iii) ---	--- --- ---	---	---	---	---	---
11		(i) --- (ii) --- (iii) ---	--- --- ---	---	---	---	---	---
12		(i) --- (ii) --- (iii) ---	--- --- ---	---	---	---	---	---
13		(i) --- (ii) --- (iii) ---	--- --- ---	---	---	---	---	---
14		(i) --- (ii) --- (iii) ---	--- --- ---	---	---	---	---	---
15		(i) --- (ii) --- (iii) ---	--- --- ---	---	---	---	---	---
16		(i) --- (ii) --- (iii) ---	--- --- ---	---	---	---	---	---

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.

FORM 990, SCHEDULE J, PART I, LINE 1A:

TAX GROSS-UP PAYMENTS: THE AQUARIUM ISSUES CELL PHONE AND OTHER PERSONAL DIGITAL ASSISTANTS TO CERTAIN EMPLOYEES FOR BUSINESS PURPOSES. TO COMPLY WITH IRS REGULATIONS, EMPLOYEES RECEIVED A TAX GROSS-UP PAYMENT TO COVER TAXES ASSOCIATED WITH PERSONAL USAGE AS A FRINGE BENEFIT. ALL GROSS-UP PAYMENTS WERE TREATED AS TAXABLE INCOME IN EMPLOYEES' FORM W-2 AND INCLUDED IN INCOME REPORTED ON SCHEDULE J, PART II, COLUMN B (III).

FIRST CLASS TRAVEL: FIRST CLASS TRAVEL WAS APPROVED BY THE CFO FOR GEORGE MICHAEL SUTTON TO FACILITATE THE TIMING BETWEEN TWO MEETINGS ON THE WEST COAST AND WASHINGTON D.C. ANY FIRST CLASS TRAVEL NEEDS TO HAVE A VALID BUSINESS REASON, MUST BE APPROVED IN ADVANCE BY THE CFO, AND IS NEVER FUNDED BY GOVERNMENT FUNDS

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 IN EMPLOYEES FORM W-2 AND INCLUDED IN INCOME REPORTED ON SCHEDULE J, PART II, COLUMN B (III).

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.

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 IN EMPLOYEES FORM W-2 AND INCLUDED IN INCOME REPORTED ON SCHEDULE J, PART II, COLUMN B (III).

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No 1545-0047

2010

Open To Public Inspection

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Correct?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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.

(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?	
	To	From			Yes	No	Yes	No	Yes	No
(1) MICHAEL SUTTON HOUSING ASSISTANCE		X	230,000.	230,000.		X	X		X	
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total ▶ \$				230,000.						

Part III Grants or Assistance Benefiting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Part IV Business Transactions Involving Interested Persons.

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

(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?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

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2010

**Open To Public
Inspection**

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Employer identification number
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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	1.	82,250.	OPINION OF EXPERT
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	37.	871,328.	COST/SELLING PRICE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	17.	34,612.	OPINIONS OF EXPERTS
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (MISCELLANEOUS)	X	5.	36,107.	COST/SELLING PRICE
26 Other ▶ (ADVERTISING)	X	21.	319,338.	COST/SELLING PRICE
27 Other ▶ ()				
28 Other ▶ ()				

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

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

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

Schedule M (Form 990) (2010)

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.

FORM 990, SCHEDULE M, LINE 32:

THE AQUARIUM USES INVESTMENT BROKERS TO ACCEPT AND LIQUIDATE GIFTS IN THE
FORM OF SECURITIES.

FORM 990, SCHEDULE M, LINE 33:

THE AQUARIUM COLLECTED AN ADDITIONAL 167 CONTRIBUTIONS OF FOOD, WINE,
KITCHEN EQUIPMENT, AND ADVERTISING REPORTED AS PART OF PROGRAM SERVICE
REVENUE ON FORM 990, PART VIII, LINE 2C.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Employer identification number

94-2487469

FORM 990, PART I, LINE 1 AND FORM 990, PART III, LINE 1

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 2010, 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 MARINE LIFE EXHIBITION AND CARE

MARINE LIFE EXHIBITION AND CARE COSTS OF \$23,700,822 INCLUDE THE COST OF OPERATING AND MAINTAINING THE AQUARIUM'S LIVING EXHIBIT GALLERIES.

LIVE ANIMALS AND COMPELLING EXHIBITS ARE THE MOST POWERFUL TOOLS WE HAVE TO INSPIRE VISITORS TO CONNECT WITH OCEAN LIFE - A CONNECTION THAT CAN LEAD THEM TO ACT IN THE SPIRIT OF OCEAN CONSERVATION. WE CONTINUED TO FOSTER THAT ENGAGEMENT IN 2010 WHEN WE INTRODUCED CUTE AND COMPELLING ANIMALS THROUGHOUT THE AQUARIUM, AND ESPECIALLY WHEN WE OPENED A SPECIAL

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EXHIBITION WITH AN IMPORTANT MESSAGE.

IN FEBRUARY 2010 WE INTRODUCED KIT, A CHARMING 11-WEEK-OLD SEA OTTER PUP, WHO WENT ON EXHIBIT ALONG WITH ADULT COMPANION AND REGULAR EXHIBIT ANIMAL MAE. KIT WAS THE YOUNGEST SEA OTTER TO EVER GO ON EXHIBIT AND BECAME AN INSTANT VISITOR FAVORITE. WE DOCUMENTED KIT'S TRIALS AND SUCCESSES GROWING UP IN A SIX-PART SERIES OF MULTIMEDIA STORIES WE SENT EXCLUSIVELY TO AQUARIUM MEMBERS FIRST, THEN TO OTHERS ON OUR GENERAL EMAIL DISTRIBUTION LISTS. THE SERIES SHARED KIT'S PROGRESS, AS WELL AS THE INCREDIBLE BEHIND-THE-SCENES WORK OF OUR SEA OTTER RESEARCH AND CARE (SORAC) PROGRAM, WHICH RESCUES AND REHABILITATES STRANDED PUPS AND INJURED ADULTS WITH THE PRIMARY GOAL OF RELEASING THEM BACK TO THE WILD. SORAC PROGRAM EXPENSES ARE PART OF CONSERVATION AND RESEARCH DESCRIBED IN LINE 4C.

IN JULY 2010 WE INTRODUCED A 16-WEEK-OLD RESCUED PUP KNOWN ONLY TO US AS "502" - THE NUMBER SORAC STAFF ASSIGNED HER UPON ADMITTANCE INTO THE PROGRAM. A RESCUED ANIMAL'S ID REPRESENTS THE NUMBER OF STRANDED SEA OTTERS BROUGHT INTO THE PROGRAM TO DATE. WE PLACED 502 ON EXHIBIT WITH ADULT SEA OTTER COMPANION, JOY. 502 WAS JOY'S 12TH PUP, BUT ONLY THE SECOND PUP EVER TO BE RAISED IN A PUBLIC SETTING. EVENTUALLY WE PLACED 502 WITH THE GEORGIA AQUARIUM AS HER NEW PERMANENT HOME. AS PART OF THE SORAC PROGRAM, JOY AND OTHER ADULT FEMALE OTTERS USUALLY RAISE PUPS OR ARE COMPANIONS FOR JUVENILE OR ADULT OTTERS BEHIND-THE-SCENES THAT ARE EVENTUALLY RELEASED TO THE WILD.

Name of the organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
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IN LATE MARCH 2010 WE OPENED A NEW SPECIAL EXHIBITION, "HOT PINK FLAMINGOS: STORIES OF HOPE IN A CHANGING SEA" THAT EXPLORES THE EFFECTS OF CLIMATE CHANGE THROUGH THE LIVES OF REMARKABLE OCEAN WILDLIFE, AND SHARES STORIES OF HOPE INVOLVING PEOPLE AND COMMUNITIES THAT ARE ENGAGED IN TACKLING CLIMATE CHANGE - AND MAKING A DIFFERENCE. CLIMATE CHANGE IS A CHALLENGING TOPIC TO DISCUSS IN GENERAL, AND MOST DISCUSSION HAS BEEN ABOUT ITS EFFECT ON LAND. BUT THE DEVASTATING EFFECTS ON THE OCEANS FROM THIS GROWING THREAT ARE TOO IMPORTANT FOR US NOT TO SHARE OUR CONCERNS WITH VISITORS.

INSIDE "HOT PINK FLAMINGOS" VISITORS WIND THROUGH FOUR LIVE ANIMAL GALLERIES EXPLORING THE DIFFERENT WAYS THAT CLIMATE CHANGE IS AFFECTING OCEAN ANIMALS. SEVERAL STRIKING SPECIES - INCLUDING SCARLET AND WHITE IBIS, CHILEAN FLAMINGOS, CATTLE EGRETS AND MAGELLANIC PENGUINS - HAVE NEVER BEFORE BEEN ON EXHIBIT AT THE AQUARIUM. ALONGSIDE LIVE ANIMAL EXHIBITS ARE VIDEOS AND INTERACTIVE STATIONS THAT ADDRESS HOW ENERGY USE FROM FOSSIL FUELS CREATES CARBON POLLUTION, AND THE MANY IMPACTS CARBON POLLUTION HAS ON THE OCEANS: FROM RISING SEA LEVELS AND MELTING POLAR ICE, TO OCEAN ACIDIFICATION, WARMING WATERS AND DISAPPEARING FOOD SOURCES. VISITORS ARE ALSO INVITED TO EXPLORE HOW THEY CAN JOIN WITH THE AQUARIUM AND PEOPLE AROUND THE WORLD IN TAKING SMALL BUT SIGNIFICANT STEPS TO ADDRESS THE CLIMATE CRISIS AND PROTECT OCEAN WILDLIFE.

IN SUMMER WE FINISHED OUR NEW ANIMAL RESEARCH AND CARE CENTER, OR THE

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

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ARCC, WITH THE PRIMARY PURPOSE OF HOUSING SOME OF OUR OPEN-OCEAN ANIMALS, SUCH AS SEA TURTLES, YELLOWFIN AND BLUEFIN TUNA, PELAGIC RAYS AND SCALLOPED HAMMERHEAD SHARKS, DURING THE RENOVATION OF THE OUTER BAY GALLERIES WHICH REOPEN IN 2011 AS THE OPEN SEA GALLERIES. THE OFFSITE CENTER, WHICH ISN'T OPEN TO THE PUBLIC, CONTAINS THREE HUGE HOLDING TANKS, A FOOD PREPARATION ROOM AND AN ANIMAL HEALTH LAB, AND IS AS "GREEN" AS POSSIBLE, FROM WATER USE TO ENERGY NEEDS.

IN LATE AUGUST 2010 WE BEGAN THE 11-MONTH PROCESS OF CREATING THE OPEN SEA GALLERIES TO SHARE TALES OF EPIC ANIMAL MIGRATIONS ACROSS THE PACIFIC THROUGH IMPRESSIVE LIVE EXHIBITS AND MULTIMEDIA EXPERIENCES THAT CONNECT VISITORS WITH TINY PLANKTON, SHARKS, FISHES, SEA TURTLES AND SEA BIRDS. THE OPEN SEA GALLERIES PRESERVE PAST HIGHLIGHTS FROM THE OUTER BAY GALLERIES, INCLUDING MESMERIZING JELLY EXHIBITS AND THE MILLION-GALLON EXHIBIT OF OPEN-OCEAN LIFE. NEW FEATURES INCLUDE A SEABIRD EXHIBIT WITH TUFTED PUFFINS, AN INTERACTIVE PLANKTON MAGNIFIER AND A VIRTUAL JELLY SWARM.

FORM 990 PART III LINE 4B EDUCATION AND OUTREACH

EDUCATION AND OUTREACH COSTS OF \$8,365,500 INCLUDE THE COST OF EDUCATION PROGRAMS FOR BOTH TEACHERS AND STUDENTS, AQUARIUM ADVENTURE PROGRAMS TO DEEPEN GUEST EXPERIENCES, AND THE COOKING FOR SOLUTIONS EVENT THAT PROMOTES SUSTAINABLE SEAFOOD PRACTICES.

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IN 2010 SOME OF OUR IMPORTANT EDUCATION AND OUTREACH PROGRAMS MATURED AND EXPANDED THEIR REACH. THROUGH OUR FIRST 26 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, FREE OF CHARGE, MORE THAN 76,000 STUDENTS IN THESE PROGRAMS IN 2010.

ONE OF OUR COMPREHENSIVE EDUCATION PROGRAMS, THE WATSONVILLE AREA TEENS CONSERVING HABITATS (WATCH) PROGRAM, CONTINUED TO HAVE SIGNIFICANT IMPACTS IN THE PREDOMINANTLY HISPANIC FARMWORKER COMMUNITY. THE COLLABORATION AT PAJARO VALLEY HIGH SCHOOL TEACHES STUDENTS ABOUT THEIR LOCAL ENVIRONMENT, CONSERVATION RESEARCH METHODS AND COMMUNITY OUTREACH. IN 2010 WE EXPANDED THE PROGRAM TO INCLUDE STUDENTS FROM NEARBY WATSONVILLE HIGH SCHOOL. ONCE AGAIN, WATCH STUDENTS WHO GRADUATED FROM HIGH SCHOOL RECEIVED A TOTAL OF \$15,000 IN COLLEGE SCHOLARSHIPS FROM THE AQUARIUM.

~~WE REACHED OUT TO TEACHERS, TOO, WITH WORKSHOPS AND WEEK-LONG INSTITUTES~~ THROUGHOUT THE YEAR TO GIVE THEM 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.

WE FURTHER REACHED THOUSANDS OF VISITORS THROUGH CUSTOMIZED AQUARIUM

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ADVENTURES PROGRAMS, RANGING FROM BEHIND-THE-SCENES TOURS AND OVERNIGHT SLEEPOVERS, TO SAILING AND SCUBA ADVENTURES. THESE HELP FORGE DEEPER CONNECTIONS TO OUR MISSION WITH OUR GUESTS.

AS PART OF OUR CLIMATE CHANGE OUTREACH, WE PRODUCED A CLEVER YET COMPELLING VIDEO CALLED "CHANGE FOR THE OCEANS." THE SHORT ANIMATED VIDEO, PRODUCED BY FREE RANGE STUDIOS, SHARES THE MESSAGE THAT WHILE ANIMALS CAN'T ADAPT QUICKLY TO A CHANGING ENVIRONMENT, HUMANS CAN. "CHANGE FOR THE OCEANS" LIVES ON OUR WEBSITE AND ASKS VIEWERS TO COMMIT TO A CHANGE THAT MAY SEEM SMALL ON AN INDIVIDUAL BASIS, BUT CAN MAKE A BIG DIFFERENCE COLLECTIVELY, SUCH AS BIKING OR WALKING INSTEAD OF DRIVING A CAR, CARRYING REUSABLE BAGS AND BOTTLES AND EATING LOCAL FOOD IN SEASON.

THE VIDEO IS NARRATED BY JOHN CLEESE WHO CARRIES A REUSABLE BAG AND TO DATE HAS REFUSED 3,982 PLASTIC WATER BOTTLES. JOHN ALSO TIPS HIS HAT TO THE NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION, WHICH SUPPORTED THE PRODUCTION OF THE VIDEO AND THE PRODUCTION OF THE WEBSITE PAGE WHERE THE VIDEO LIVES.

IN 2010 WE SHARED CONSERVATION MESSAGES IN SOME DIFFERENT WAYS. WE WERE PROUD TO BE THE PRESENTING SPONSOR FOR MONTEREY'S FIRST BLUE OCEAN FILM FESTIVAL & CONSERVATION SUMMIT IN AUGUST. SINCE ITS DEBUT A YEAR EARLIER, BLUE HAS BEEN RECOGNIZED FOR BRINGING TOGETHER THE WORLD'S GREATEST COLLECTION OF OCEAN FILMS, ESTEEMED FILMMAKERS AND MARINE EXPERTS. IT IS ALSO THE FIRST FESTIVAL TO COMBINE AN INTERNATIONAL OCEAN FILM

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COMPETITION, A PROFESSIONAL UNDERWATER FILMMAKERS' AND PHOTOGRAPHERS' CONFERENCE, AND HIGH-PROFILE OCEAN CONSERVATION PRESENTATIONS, ALONG WITH EDUCATIONAL AND ENTERTAINMENT ACTIVITIES FOR TICKET-HOLDERS - INCLUDING AQUARIUM MEMBERS - AND THE COMMUNITY.

OUR COOKING FOR SOLUTIONS FOUR DAY EVENT, WHICH INCLUDES THE SUSTAINABLE SEAFOOD INSTITUTE, DREW OVER 11,000 PARTICIPANTS WITH THE HELP OF 18 CULINARY CELEBRITIES INCLUDING SUZANNE GOIN, RICK BAYLESS, AND GUY FIERI.

FORM 990 PART III LINE 4C CONSERVATION AND RESEARCH

CONSERVATION AND RESEARCH COSTS OF \$6,130,245 REPRESENT EXPENSES FOR ANIMAL RESEARCH, THE CENTER FOR THE FUTURE OF THE OCEANS ADVOCACY GROUP, AND SEAFOOD WATCH PROGRAMS.

THANKS TO THE ONGOING CONSERVATION RESEARCH PARTNERSHIPS WHICH THE AQUARIUM IS A PART OF, TODAY WE BETTER UNDERSTAND SEA OTTERS, WHITE SHARKS AND TUNA -- SPECIES THAT PLAY 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 THE BIG PICTURE IS BEGINNING TO EMERGE.

OUR 26 YEARS OF WORK WITH CALIFORNIA'S THREATENED SEA OTTERS CONTINUED TO

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

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94-2487469

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 LONG TERM RECOVERY OF CALIFORNIA SEA OTTERS AND IS THE FOCUS OF OUR PROGRAM FOR THE NEXT THREE TO FIVE YEARS.

IN 2010 OUR 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.

THE AQUARIUM IS THE ONLY FACILITY IN CALIFORNIA EQUIPPED TO CARE FOR AND REHABILITATE STRANDED SEA OTTERS THROUGH OUR SEA OTTER RESEARCH AND CONSERVATION (SORAC) PROGRAM - OVER 500 TO DATE. IN 2010, TWO ADULT FEMALE SEA OTTERS PREVIOUSLY REARED AS STRANDED PUPS BY SURROGATE MOTHERS AT THE AQUARIUM EACH GAVE BIRTH IN THE WILD TO THEIR SECOND PUPS. THIS BRINGS TO FIVE THE NUMBER OF PUPS BORN TO FEMALE SEA OTTERS REARED IN THIS MANNER AND RELEASED TO THE WILD BY OUR SORAC PROGRAM.

OUR KNOWLEDGE ABOUT WHITE SHARKS, ANOTHER PROTECTED SPECIES, ALSO CONTINUES TO GROW. WE SUSPENDED THE EXHIBIT COMPONENT OF OUR JUVENILE WHITE SHARK RESEARCH PROGRAM DUE TO THE REMODEL OF THE OUTER BAY EXHIBIT, BUT CONTINUED TO TAG AND TRACK JUVENILE AND ADULT WHITE SHARKS IN THE

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WILD.

OUR PROGRAM, IN COLLABORATION WITH RESEARCHERS IN THE UNITED STATES AND MEXICO, IS MAKING SIGNIFICANT CONTRIBUTIONS TO UNDERSTANDING GREAT WHITE SHARKS IN THE PACIFIC OCEAN: WHERE THEY TRAVEL, WHERE THEY LIVE AND DETAILS ABOUT THEIR BASIC PHYSIOLOGY. THE NEW DATA ARE GENERATED FROM ELECTRONIC TAGS, PHOTO IDENTIFICATION AND GENETIC ANALYSES USING TISSUE AND BLOOD SAMPLES TAKEN FROM INDIVIDUAL SHARKS.

IN COLLABORATION WITH STANFORD UNIVERSITY, WE'VE PLACED 240 ELECTRONIC TRACKING TAGS ON 100 INDIVIDUAL SHARKS AT THE FARALLON ISLANDS, POINT REYES, AND AT AÑO NUEVO ISLAND SINCE 2000. MANY SHARKS HAVE BEEN TAGGED MORE THAN ONCE, GENERATING MULTIPLE YEARS OF INFORMATION ABOUT THEIR TRAVELS. WE'RE ALSO EXPANDING USE OF ACOUSTIC TAGS THAT PINPOINT PRECISELY WHEN THE SHARKS SWIM PAST SPECIFIC POINTS ALONG THE COAST.

OUR RESEARCH TEAM HAS ALSO LEARNED THAT CALIFORNIA'S GREAT WHITE SHARKS COMPRISE A GENETICALLY DISTINCT POPULATION, LONG ISOLATED FROM OTHER ~~GREAT WHITES AROUND THE WORLD. AND THE TEAM HAS COMPLETED A FIRST~~ POPULATION ESTIMATE, BY IDENTIFYING INDIVIDUALS FROM THE UNIQUE SHAPE OF THEIR DORSAL FINS. THE TEAM ESTIMATES THE MINIMUM POPULATION OFF CENTRAL CALIFORNIA IS AROUND 250 ADOLESCENT AND ADULT SHARKS. OVER TIME, WE HOPE TO LEARN WHETHER THIS SMALL POPULATION IS CURRENTLY INCREASING, DECREASING OR STABLE.

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ELECTRONIC TAGS ALSO ALLOW THE RESEARCH TEAM TO MAP CRITICAL HABITAT USED BY YOUNG-OF-THE-YEAR SHARKS. IN COLLABORATION WITH SCIENTISTS IN CALIFORNIA AND MEXICO, WE'VE PLACED TRACKING TAGS ON 43 YOUNG SHARKS (THROUGH 2010) AND DOCUMENTED A GREAT WHITE SHARK NURSERY THAT EXTENDS FROM SOUTHERN CALIFORNIA THROUGH BAJA CALIFORNIA. WE'RE BEGINNING TO FIT THESE SHARKS WITH ACOUSTIC TAGS AS WELL, TO IDENTIFY LOCATIONS WHERE THEY MAY BE PARTICULARLY VULNERABLE TO BEING CAUGHT AS BYCATCH IN COASTAL FISHERIES - DESPITE THEIR PROTECTED STATUS IN BOTH COUNTRIES.

OUR COLLABORATION WITH BIOLOGISTS AT THE TUNA RESEARCH AND CONSERVATION CENTER (TRCC) AT STANFORD UNIVERSITY'S HOPKINS MARINE STATION SEEKS TO BETTER UNDERSTAND PELAGIC FISHES BY BUILDING OUR KNOWLEDGE OF THEIR BASIC BIOLOGY, ECOLOGY AND NATURAL HISTORY-KNOWLEDGE THAT IS VITAL TO PROTECTING THEIR DWINDLING NUMBERS.

THE TRCC'S HOME IS A FACILITY FOR MAINTAINING OPEN-OCEAN FISHES LOCATED AT STANFORD UNIVERSITY'S HOPKINS MARINE STATION NEXT TO THE AQUARIUM. ESTABLISHED IN 1994, IT IS THE ONLY PLACE IN THE CONTINENTAL U.S. WHERE LIVE TUNAS ARE KEPT FOR RESEARCH. FOUR 5,000- TO 86,000-GALLON TANKS, EACH WITH ITS OWN LIFE-SUPPORT SYSTEM, HOLD FAST-SWIMMING TUNAS THAT CAN ULTIMATELY GROW TO WEIGH HUNDREDS OF POUNDS. A TEAM OF STANFORD UNIVERSITY AND AQUARIUM SCIENTISTS AND STUDENTS BLEND ANIMAL HUSBANDRY EXPERTISE WITH CUTTING-EDGE SCIENTIFIC RESEARCH SKILLS IN A PARTNERSHIP THAT DRAWS ON EACH INSTITUTION'S UNIQUE STRENGTHS. BLUEFIN, YELLOWFIN AND SKIPJACK TUNA HAVE ALL BEEN SUCCESSFULLY MAINTAINED AND STUDIED HERE.

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YEARS OF TAGGING EFFORTS HAVE 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 LOVERS, 2010 BROUGHT SIGNIFICANT PROGRESS TOWARD POLICY REFORMS THAT WILL 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 RESEARCH PROGRAMS HELP INFORM OUR POLICY INITIATIVES, WHICH FOCUS PRIMARILY ON THE CALIFORNIA COAST AND PACIFIC OCEAN.

IN CALIFORNIA, WE CONTINUE TO SUPPORT CREATION OF A ROBUST STATEWIDE NETWORK OF MARINE PROTECTED AREAS-INCLUDING FULLY PROTECTED MARINE RESERVES. BY THE END OF 2011, A GROWING NETWORK OF MARINE PROTECTED AREAS ALONG THE CALIFORNIA COAST WILL ENCOMPASS STATE WATERS FROM THE OREGON BORDER TO MEXICO.

ANOTHER BIG VICTORY FOR THE OCEANS OCCURRED NOT IN THE HALLS OF GOVERNMENT BUT IN THE AISLES OF THE GROCERY STORE. WHOLE FOODS MARKET ANNOUNCED A PARTNERSHIP WITH OUR SEAFOOD WATCH PROGRAM AND THE BLUE OCEAN INSTITUTE TO LABEL ALL WILD-CAUGHT SEAFOOD IN ITS STORES ACROSS NORTH AMERICA USING OUR GREEN, YELLOW AND RED CRITERIA FOR SUSTAINABLE FISHING

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PRACTICES. WHOLE FOODS ALSO PLEDGED TO REMOVE THE LAST RED-LISTED SEAFOOD FROM ITS SHELVES BY EARTH DAY 2013. IT IS THE FIRST NATIONAL RETAILER TO OFFER THIS LEVEL OF TRANSPARENCY AND MAKE THIS KIND OF COMMITMENT.

WE EXPANDED THE FEATURES ON OUR FREE SEAFOOD WATCH IPHONE APP TO INCLUDE ONE THAT ALLOWS SUSTAINABLE SEAFOOD FANS TO SHARE INFORMATION WITH OTHERS. PROJECT FISHMAP LETS PEOPLE TAG ANY OF MORE THAN ONE MILLION RESTAURANTS AND MARKETS ACROSS THE UNITED STATES WHEN THEY FIND OCEAN-FRIENDLY SEAFOOD. OTHER IPHONE USERS CAN THEN DISCOVER WHERE PEERS HAVE FOUND SUSTAINABLE SEAFOOD NATIONWIDE.

WE CONTINUE TO PARTNER WITH MAJOR SEAFOOD BUYERS, AND 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.

FOR HER COMMITMENT TO OCEAN SUSTAINABILITY AND LEADERSHIP, IN 2010 THE NATIONAL MARINE SANCTUARY FOUNDATION AWARDED AQUARIUM EXECUTIVE DIRECTOR JULIE PACKARD ITS LIFETIME ACHIEVEMENT AWARD. PACKARD JOINS PAST LIFETIME ACHIEVEMENT AWARD RECIPIENTS, INCLUDING OCEAN EXPLORERS DR. SYLVIA EARL, DR. BOB BALLARD AND JEAN-MICHEL COUSTEAU.

FORM 990 PART III LINE 4D OTHER PROGRAM SERVICES OF \$12,376,772 REPRESENT THE COSTS OF ACTIVITIES TO PROVIDE A HIGH QUALITY EXPERIENCE FOR THE 1.8 MILLION PEOPLE VISITING THE AQUARIUM IN 2010. INCLUDED IN THIS CATEGORY

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ARE COSTS FOR MARKETING, GUEST SERVICES, AND MEMBERSHIP SERVICES, AS WELL AS COSTS ASSOCIATED WITH FOODSERVICES AND RETAIL. MARKETING INCLUDES COSTS ASSOCIATED WITH THE CREATION, PRODUCTION, AND PLACEMENT OF ADVERTISING IN VARIOUS MEDIA FOR THE PURPOSE OF BUILDING AWARENESS ABOUT THE OPPORTUNITY TO CONNECT WITH MARINE LIFE AND OCEAN CONSERVATION THROUGH AN AQUARIUM VISIT.

THE AQUARIUM WAS THRILLED TO ANNOUNCE IN SEPTEMBER THAT WE SELECTED AWARD-WINNING NAPA VALLEY CHEF AND RESTAURATEUR CINDY PAWLCYN, IN PARTNERSHIP WITH ARAMARK, TO MANAGE OUR DINING EXPERIENCES. THROUGH THIS CULINARY COLLABORATION, PAWLCYN - CREATOR OF MUSTARDS GRILL AND OTHER CRITICALLY ACCLAIMED "FARM-TO-TABLE" RESTAURANTS - BROUGHT HER COOKING PHILOSOPHY TO ALL ASPECTS OF THE AQUARIUM'S FOOD AND BEVERAGE PROGRAM, INCLUDING ITS SELF-SERVICE CAFE, FULL-SERVICE RESTAURANT AND PRIVATE EVENT CATERING. PAWLCYN CONTINUES OUR FOOD SERVICE'S EMPHASIS ON FRESH, LOCAL AND SEASONAL INGREDIENTS, AND ON WILD-CAUGHT AND FARMED SEAFOOD THAT ADHERES TO THE HIGHEST STANDARDS OF OUR SEAFOOD WATCH PROGRAM. PROCEEDS FROM RETAIL AND FOODSERVICES SUPPORT THE AQUARIUM'S OPERATIONS AND MISSION.

OUR GUEST EXPERIENCE TEAM CREATED AN EFFECTIVE WAY TO COMMUNICATE WITH VISITORS WHILE ON-SITE, LAUNCHING A MOBILE TEXT MESSAGING SERVICE INVITING THEM TO CHECK OUT UFOS - UNSCHEDULED FEEDING OPPORTUNITIES - THROUGHOUT THE DAY. THESE UFOS FEATURE NOT SPACE ALIENS BUT UNSCHEDULED FEEDINGS OF JELLYFISH, SHARKS, FLAMINGOS AND BAT RAYS, ENRICHMENT

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SESSIONS FOR THE GIANT PACIFIC OCTOPUS, AND EVEN UNUSUAL WILDLIFE SIGHTINGS OFF THE AQUARIUM'S OCEAN-VIEW DECKS. NONE OF THESE ACTIVITIES ARE PUBLICIZED - EXCEPT VIA OPT-IN TEXT MESSAGE ALERTS, AND THE MESSAGES END WHEN THE AQUARIUM CLOSES FOR THE DAY. THE FIRST-IN-THE-WORLD UFO ALERT SYSTEM WAS BUILT USING TECHNOLOGY FROM MOBILE SERVICE PROVIDER GUIDE BY CELL, WHICH PROVIDES MOBILE AUDIO SOLUTIONS TO MORE THAN 800 AQUARIUMS, ZOOS, MUSEUMS AND NONPROFIT ORGANIZATIONS WORLDWIDE.

WE CONTINUED TO STRENGTHEN OUR TIES TO CALIFORNIA'S GROWING HISPANIC COMMUNITY. THE AQUARIUM ATTRACTED NEARLY 112,000 CALIFORNIA HISPANIC VISITORS PARTIALLY DUE TO THREE SPECIALLY CRAFTED CULTURAL WEEKEND PROMOTIONAL EVENTS THAT GRANTED FREE ADMISSION FOR ALL CHILDREN 12 AND UNDER. OUR FREE ADMISSION PROGRAMS THROUGH LOCAL LIBRARIES AND NONPROFIT SOCIAL SERVICE ORGANIZATIONS BROUGHT 40,000 LOW-INCOME AND SPECIAL NEEDS VISITORS TO THE AQUARIUM.

AT THE AQUARIUM, MORE THAN 1,200 INDIVIDUALS VOLUNTEERED NEARLY 150,000 HOURS DURING 2010 TO HELP CLEAN EXHIBITS, FEED SEA OTTER PUPS, EXPLAIN SEA STARS TO TODDLERS, SHOW OFF A JELLY TO A VISITOR FROM OVERSEAS, DISCUSS WHY EATING SUSTAINABLE SEAFOOD CAN HELP THE OCEAN, AND MAKE COUNTLESS OTHER CONNECTIONS THAT FURTHER OUR MISSION IN VERY PERSONAL WAYS. COSTS ASSOCIATED WITH THESE VOLUNTEER ACTIVITIES WERE ALLOCATED 64% TO OTHER PROGRAM SERVICES, 12% TO MARINE LIFE EXHIBITION AND CARE, 12% TO EDUCATION AND OUTREACH, AND 12% TO CONSERVATION AND RESEARCH.

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FORM 990, PART VI, SECTION A, LINE 2:

CHRISTOPHER SCHOLIN, A TRUSTEE, IS THE CEO OF MONTEREY BAY AQUARIUM RESEARCH INSTITUTE ("MBARI") OF WHICH JULIE PACKARD IS A BOARD MEMBER.

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. UPON ACCEPTANCE OF THE DRAFT BY THE CFO, 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 FORM 990 PRIOR TO FILING.

~~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

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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.

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

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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.

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.

FORM 990, PART XI, LINE 5

OTHER CHANGES IN NET ASSETS REPRESENT, UNREALIZED GAINS AND LOSSES REPORTED FOR FINANCIAL STATEMENT PURPOSES, EXCLUDED FROM REVENUES REPORTED ON THE FORM 990.

Name of the organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
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ATTACHMENT 1

FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

NAME AND TITLE	HOURS DEVOTED FOR RELATED ORGANIZATION
EDWARD E PROHASKA CHIEF FINANCIAL OFFICER	1.00
JAMES HEKKERS MANAGING DIRECTOR	1.00

ATTACHMENT 2

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
RUDOLPH AND SLETTEN INC 1600 SEAPORT BOULEVARD SUITE 350 REDWOOD CITY, CA 94063	CONSTRUCTION SERVICE	2,599,270.
ENGINE COMPANY 1 451 PACIFIC AVE SAN FRANCISCO, CA 94133	MEDIA AND AD SERVICE	2,389,669.
FRANK M BOOTH INC 222 THIRD STREET MARYSVILLE, CA 95901	CONSTRUCTION SERVICE	2,511,754.
STOCKER AND ALLAIRE INC 21B MANDEVILLE COURT MONTEREY, CA 93940	CONSTRUCTION SERVICE	890,197.
KREYSLER & ASSOCIATES 501 GREEN ISLAND ROAD AMERICAN CANYON, CA 94503	CONSTRUCTION SERVICE	1,520,440.
TOTAL COMPENSATION		<u>9,911,330.</u>

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

▶ 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.

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2010

Open to Public
Inspection

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

(1)	(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
(1)	-----	-----	-----	-----	-----	-----
(2)	-----	-----	-----	-----	-----	-----
(3)	-----	-----	-----	-----	-----	-----
(4)	-----	-----	-----	-----	-----	-----
(5)	-----	-----	-----	-----	-----	-----
(6)	-----	-----	-----	-----	-----	-----

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.)

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	MONTEREY BAY AQUARIUM SUPPORT SERVICES 95 PACIFIC STREET MONTEREY, CA 93940 77-0569564	PROPERTY MGMT CA	CA	501(C)(3)	11A	N/A		X
(2)	-----	-----	-----	-----	-----	-----	-----	-----
(3)	-----	-----	-----	-----	-----	-----	-----	-----
(4)	-----	-----	-----	-----	-----	-----	-----	-----
(5)	-----	-----	-----	-----	-----	-----	-----	-----
(6)	-----	-----	-----	-----	-----	-----	-----	-----
(7)	-----	-----	-----	-----	-----	-----	-----	-----

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

Schedule R (Form 990) 2010

JSA

3919AE 700W

0178813

0E1307 1 000

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?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) _____												
(2) _____												
(3) _____												
(4) _____												
(5) _____												
(6) _____												
(7) _____												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" 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
(2) _____							
(3) _____							
(4) _____							
(5) _____							
(6) _____							
(7) _____							

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

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

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

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	MONTEREY BAY AQUARIUM SUPPORT SERVICES	C	1,500,000.	
(2)	MONTEREY BAY AQUARIUM SUPPORT SERVICES	R	216,374.	
(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
(1)	-----										
(2)	-----										
(3)	-----										
(4)	-----										
(5)	-----										
(6)	-----										
(7)	-----										
(8)	-----										
(9)	-----										
(10)	-----										
(11)	-----										
(12)	-----										
(13)	-----										
(14)	-----										
(15)	-----										
(16)	-----										

Part VII **Supplemental Information**

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

Application for Extension of Time To File an Exempt Organization Return

● File a separate application for each return.

● If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box

● If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

● The books are in the care of ● EDWARD E PROHASKA

Telephone No ● 831 648-4800

FAX No ● _____

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for

● calendar year 20 10 or

● tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

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

For Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of **EDWARD E PROHASKA**
 Telephone No **831 648-4800** FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 2011.

5 For calendar year 2010, or other tax year beginning , 20, and ending , 20.

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS REQUESTED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

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

Signature and Verification

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

Signature *E. Beckwith* Title *CPA* Date *8/4/11*