

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

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

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

OMB No 1545-0047  
**2011**  
**Open to Public Inspection**

**A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization Monterey Bay Aquarium Foundation		<b>D</b> Employer identification number 94-2487469
	Doing Business As		<b>E</b> Telephone number (831) 648-4800
	Number and street (or P O box if mail is not delivered to street address) Room/suite 886 CANNERY ROW		<b>G</b> Gross receipts \$ 129,289,017
	City or town, state or country, and ZIP + 4 MONTEREY, CA 93940		
<b>F</b> Name and address of principal officer JULIE PACKARD 886 CANNERY ROW MONTEREY, CA 93940		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number ▶	
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ WWW.MONTEREYBAYAQUARIUM.ORG			
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation 1978	<b>M</b> State of legal domicile CA

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities The Mission of the Monterey Bay Aquarium is to Inspire conservation of the oceans (See schedule O for further detail)			
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b>	17	
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b>	16	
	<b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a) . . . . .	<b>5</b>	575	
	<b>6</b> Total number of volunteers (estimate if necessary) . . . . .	<b>6</b>	1,296	
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	<b>7a</b>	5,889	
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . . .	<b>7b</b>			
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .	26,601,004	25,494,301	
	<b>9</b> Program service revenue (Part VIII, line 2g) . . . . .	33,816,321	35,389,480	
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	779,664	-988,330	
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .	1,647,445	1,939,611	
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	62,844,434	61,835,062	
	<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3) . . . . .	484,516	504,801
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .		0	0	
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) . . . . .		28,485,621	29,919,692	
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .		795,153	241,208	
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,839,559				
<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .		29,157,586	32,346,439	
<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) . . . . .		58,922,876	63,012,140	
<b>19</b> Revenue less expenses Subtract line 18 from line 12 . . . . .	3,921,558	-1,177,078		
<b>Net Assets or Fund Balances</b>			<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16) . . . . .	305,851,550	302,117,793	
	<b>21</b> Total liabilities (Part X, line 26) . . . . .	12,293,261	12,276,450	
<b>22</b> Net assets or fund balances Subtract line 21 from line 20 . . . . .	293,558,289	289,841,343		

**Part II Signature Block**

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

<b>Sign Here</b>	***** Signature of officer	2012-11-07 Date		
	EDWARD E PROHASKA CFO Type or print name and title			
<b>Paid Preparer's Use Only</b>	Preparer's signature ▶ CHRISTINA BECKWITH	Date	Check if self-employed <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ GRANT THORNTON LLP ONE CALIFORNIA STREET SUITE 2300 SAN FRANCISCO, CA 94111			EIN ▶
				Phone no ▶ (415) 986-3900

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

**Part III Statement of Program Service Accomplishments**

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

**4a** (Code ) (Expenses \$ 26,142,561 including grants of \$ 49,278 ) (Revenue \$ 32,706,015 )  
MARINE LIFE EXHIBITION AND CARE - SEE SCHEDULE O

**4b** (Code ) (Expenses \$ 9,246,715 including grants of \$ 49,731 ) (Revenue \$ 2,012,855 )  
EDUCATION AND OUTREACH - SEE SCHEDULE O

**4c** (Code ) (Expenses \$ 6,420,403 including grants of \$ 352,435 ) (Revenue \$ 626,348 )  
CONSERVATION AND RESEARCH - SEE SCHEDULE O

**4d** Other program services (Describe in Schedule O )  
(Expenses \$ 12,953,976 including grants of \$ 53,357 ) (Revenue \$ 332,230 )

**4e** Total program service expenses \$ 54,763,655

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> <input checked="" type="checkbox"/>	Yes	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i> <input checked="" type="checkbox"/>		No
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> <input checked="" type="checkbox"/>	Yes	
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i> <input checked="" type="checkbox"/>		No
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> <input checked="" type="checkbox"/>		No
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> <input checked="" type="checkbox"/>		No
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> <input checked="" type="checkbox"/>		No
<b>9</b> Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> <input checked="" type="checkbox"/>		No
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>	Yes	
<b>11</b> If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> <input checked="" type="checkbox"/>	Yes	
<b>b</b> Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> <input checked="" type="checkbox"/>	Yes	
<b>c</b> Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> <input checked="" type="checkbox"/>		No
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> <input checked="" type="checkbox"/>		No
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> <input checked="" type="checkbox"/>		No
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> <input checked="" type="checkbox"/>	Yes	
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?		No
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i> <input checked="" type="checkbox"/>	Yes	
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II and IV.</i> <input checked="" type="checkbox"/>	Yes	
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Part III and IV.</i> <input checked="" type="checkbox"/>		No
<b>17</b> Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> <input checked="" type="checkbox"/>	Yes	
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> <input checked="" type="checkbox"/>		No
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> <input checked="" type="checkbox"/>		No
<b>20a</b> Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
<b>b</b> If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

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

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

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

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

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 273		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 0		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements filed for the calendar year ending with or within the year covered by this return. 575		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	Yes	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	Yes	
<b>b</b>	If "Yes," enter the name of the foreign country <input type="checkbox"/> CJ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
<b>5c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		No
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
<b>7e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
<b>7g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		No
<b>7h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		No
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?		
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12.		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>11a</b>	Gross income from members or shareholders.		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.		
<b>13b</b>	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
<b>13c</b>	Enter the aggregate amount of reserves on hand.		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?		No
<b>14b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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

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

**Section A. Governing Body and Management**

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

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

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

**Section C. Disclosure**

<b>17</b>	List the States with which a copy of this Form 990 is required to be filed <input checked="" type="checkbox"/> CA
<b>18</b>	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
<b>19</b>	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
<b>20</b>	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <input checked="" type="checkbox"/> 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

**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, and **current** key employees 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, or 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 organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Julie Packard Executive Director	28 0	X		X			235,834	0	44,641	
(2) Dr Peter S Bing MD Chairman	1 0	X		X			0	0	0	
(3) stephen c neal vice chair	1 0	X		X			0	0	0	
(4) Susan Ford Dorsey Trustee	1 0	X					0	0	0	
(5) Susan Orr Trustee	1 0	X					0	0	0	
(6) James E Canales Trustee	1 0	X					0	0	0	
(7) Margaret Caldwell Trustee	1 0	X					0	0	0	
(8) Mark Wan Trustee	1 0	X					0	0	0	
(9) Pietro Parravano Trustee	1 0	X					0	0	0	
(10) Michael Mantell Trustee	1 0	X					0	0	0	
(11) Caroline Getty Trustee	1 0	X					0	0	0	
(12) Connie Martinez Trustee	1 0	X					0	0	0	
(13) Chns Scholin Trustee	1 0	X					0	0	0	
(14) M R C Greenwood Trustee	1 0	X					0	0	0	
(15) Joan Lane Trustee	1 0	X					0	0	0	
(16) Samantha Campbell Trustee	1 0	X								
(17) William Landreth Trustee	1 0	X								

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Gordon Smith Trustee-CYPT	1 0	X					0	0	0	
(19) Paul Davies III Trustee-CYPT	1 0	X					0	0	0	
(20) James Hekkers Managing Director	40 0			X			252,171	0	43,591	
(21) Edward E Prohaska Chief Financial Officer	40 0			X			231,122	0	33,996	
(22) Barbara Wright Secretary	1 0			X			0	0	0	
(23) Cristina Fekeci Chief Development Officer	40 0				X		196,319	0	38,730	
(24) Don Hughes VP Exhibitions	40 0				X		170,647	0	37,318	
(25) Cynthia Vernon VP Educ Guest Research Prgm	40 0				X		158,504	0	31,872	
(26) George Michael Sutton VP Dir Ctr for Future Oceans	40 0				X		179,256	0	44,847	
(27) Teresa Jeanine Merry VP Human Resources	40 0				X		146,417	0	45,922	
(28) James Westbrook Director of Finance	40 0				X		144,931	0	23,753	
(29) Randall Hamilton V P of Husbandry	40 0				X		144,507	0	23,858	
(30) Marian Martha Hahn V P of Marketing	40 0				X		139,526	0	23,187	
<b>1b Sub-Total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>							1,999,234	0	391,715	

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **22**

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
Engine Company 1 451 Pacific Avenue SAN FRANCISCO, CA 94133	Media and Service	2,646,601
Stocker Allaire Inc 21B Mandeville Ct MONTEREY, CA 93940	Construction	2,047,134
Arthur Gallagher Co Inc 505 N Brand St Suite 600 GLENDALE, CA 91203	Insurance Broker	1,346,347
Impacts Research and Development 3720 Falcon Ridge Drive MEDINA, OH 44256	Market Research	1,284,198
Rudolph Sletten Inc 1600 Seaport Blvd Suite 350 REDWOOD CITY, CA 94063	Construction	1,076,652

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **51**

**Part VIII Statement of Revenue**

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b>	Federated campaigns . . . . . <b>1a</b>					
	<b>b</b>	Membership dues . . . . . <b>1b</b>	8,910,472				
	<b>c</b>	Fundraising events . . . . . <b>1c</b>					
	<b>d</b>	Related organizations . . . . . <b>1d</b>	1,000,000				
	<b>e</b>	Government grants (contributions) <b>1e</b>	6,609,330				
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above <b>1f</b>	8,974,499				
	<b>g</b>	Noncash contributions included in lines 1a-1f \$ <u>293,478</u>					
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . . ▶		25,494,301			
<b>Program Service Revenue</b>			Business Code				
	<b>2a</b>	ADMISSION FEES	611600	32,183,245	32,183,245		
	<b>b</b>	PRIVATE EVENT REVENUE	713990	522,770	519,170	3,600	
	<b>c</b>	OTHER PROGRAM REVENUE	900099	2,012,855	2,012,855		
	<b>d</b>	FOOD SERVICE	722320	670,610	668,321	2,289	
	<b>e</b>						
	<b>f</b>	All other program service revenue					
<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . . ▶		35,389,480				
<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest and other similar amounts) . . . . . ▶		1,766,954		1,766,954	
	<b>4</b>	Income from investment of tax-exempt bond proceeds . . . ▶		0			
	<b>5</b>	Royalties . . . . . ▶		13,462	13,462		
	<b>6a</b>	Gross rents	(i) Real	2,422,500			
			(ii) Personal	127,500			
			Less rental expenses	898,357			
			Rental income or (loss)	1,524,143	127,500		
	<b>d</b>	Net rental income or (loss) . . . . . ▶		1,651,643		1,651,643	
	<b>7a</b>	Gross amount from sales of assets other than inventory	(i) Securities	63,800,314			
			(ii) Other				
			Less cost or other basis and sales expenses	66,555,598			
			Gain or (loss)	-2,755,284			
	<b>d</b>	Net gain or (loss) . . . . . ▶		-2,755,284		-2,755,284	
	<b>8a</b>	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . <b>a</b>					
	<b>b</b>	Less direct expenses . . . . . <b>b</b>					
<b>c</b>	Net income or (loss) from fundraising events . . . ▶		0				
<b>9a</b>	Gross income from gaming activities See Part IV, line 19 . . . . . <b>a</b>						
<b>b</b>	Less direct expenses . . . . . <b>b</b>						
<b>c</b>	Net income or (loss) from gaming activities . . . ▶		0				
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . <b>a</b>						
<b>b</b>	Less cost of goods sold . . . . . <b>b</b>						
<b>c</b>	Net income or (loss) from sales of inventory . . . ▶		0				
		Miscellaneous Revenue Business Code					
<b>11a</b>	FEDERAL CONTRACT REVENUE	541620	531,348	531,348			
<b>b</b>	LOSS ON FIXED ASSET DISPOSAL	900099	-492,151	-492,151			
<b>c</b>	MISCELLANEOUS	900099	235,309	235,309			
<b>d</b>	All other revenue . . . . .						
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . . ▶		274,506				
<b>12</b>	<b>Total revenue.</b> See Instructions . . . . . ▶		61,835,062	35,671,559	5,889	663,313	

**Part IX Statement of Functional Expenses**

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

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

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

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>		<b>(A)</b> Total expenses	<b>(B)</b> Program service expenses	<b>(C)</b> Management and general expenses	<b>(D)</b> Fundraising expenses
<b>1</b>	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	465,164	465,164		
<b>2</b>	Grants and other assistance to individuals in the United States See Part IV, line 22	15,825	15,825		
<b>3</b>	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	23,812	23,812		
<b>4</b>	Benefits paid to or for members	0			
<b>5</b>	Compensation of current officers, directors, trustees, and key employees	1,474,742	398,340	841,354	235,048
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
<b>7</b>	Other salaries and wages	21,561,069	18,822,125	2,120,685	618,259
<b>8</b>	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,843,438	1,612,346	177,435	53,657
<b>9</b>	Other employee benefits	3,371,274	2,827,427	424,124	119,723
<b>10</b>	Payroll taxes	1,669,169	1,430,302	182,315	56,552
<b>11</b>	Fees for services (non-employees)				
<b>a</b>	Management	0			
<b>b</b>	Legal	152,780	90,648	51,745	10,387
<b>c</b>	Accounting	221,833		221,833	
<b>d</b>	Lobbying	183,096	183,096		
<b>e</b>	Professional fundraising See Part IV, line 17	241,208			241,208
<b>f</b>	Investment management fees	153,282		153,282	
<b>g</b>	Other	5,803,989	4,905,634	883,709	64,646
<b>12</b>	Advertising and promotion	4,895,663	4,548,067	347,596	
<b>13</b>	Office expenses	4,942,568	4,351,703	339,920	250,945
<b>14</b>	Information technology	390,837	362,977	27,195	664
<b>15</b>	Royalties	0			
<b>16</b>	Occupancy	1,716,154	1,565,860	148,441	1,854
<b>17</b>	Travel	1,536,312	1,295,597	110,352	130,363
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
<b>19</b>	Conferences, conventions, and meetings	192,429	136,348	50,332	5,749
<b>20</b>	Interest	0			
<b>21</b>	Payments to affiliates	0			
<b>22</b>	Depreciation, depletion, and amortization	8,916,902	8,617,414	291,471	8,017
<b>23</b>	Insurance	460,131	442,229	17,311	591
<b>24</b>	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 )				
<b>a</b>	MARINE LIFE ACQ/CARE	1,296,004	1,296,004		
<b>b</b>	DONATED GOODS	735,086	718,441		16,645
<b>c</b>	MERCHANT FEES	676,478	651,227		25,251
<b>d</b>	MISCELLANEOUS EXPENSES	72,895	3,069	69,826	
<b>e</b>					
<b>f</b>	All other expenses				
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24f	63,012,140	54,763,655	6,458,926	1,839,559
<b>26</b>	<b>Joint costs.</b> 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)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	10,881,697	<b>1</b>	19,124,827
	<b>2</b> Savings and temporary cash investments . . . . .	0	<b>2</b>	0
	<b>3</b> Pledges and grants receivable, net . . . . .	30,988,458	<b>3</b>	19,909,212
	<b>4</b> Accounts receivable, net . . . . .	1,247,876	<b>4</b>	1,688,708
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .	230,000	<b>5</b>	230,000
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net . . . . .	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use . . . . .	0	<b>8</b>	0
	<b>9</b> Prepaid expenses and deferred charges . . . . .	445,122	<b>9</b>	551,422
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	243,529,119		
	<b>b</b> Less accumulated depreciation . . . . .	113,400,440	<b>10c</b>	130,128,679
	<b>11</b> Investments—publicly traded securities . . . . .	0	<b>11</b>	0
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .	131,990,844	<b>12</b>	129,797,814
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .	0	<b>13</b>	0
	<b>14</b> Intangible assets . . . . .	0	<b>14</b>	0
	<b>15</b> Other assets See Part IV, line 11 . . . . .	736,090	<b>15</b>	687,131
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	305,851,550	<b>16</b>	302,117,793	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	5,705,108	<b>17</b>	5,989,766
	<b>18</b> Grants payable . . . . .	20,000	<b>18</b>	0
	<b>19</b> Deferred revenue . . . . .	6,272,162	<b>19</b>	6,002,803
	<b>20</b> Tax-exempt bond liabilities . . . . .	0	<b>20</b>	0
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .	0	<b>21</b>	0
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .	0	<b>24</b>	0
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .	295,991	<b>25</b>	283,881
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	12,293,261	<b>26</b>	12,276,450
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	245,712,734	<b>27</b>	255,198,476
	<b>28</b> Temporarily restricted net assets . . . . .	34,708,800	<b>28</b>	20,321,559
	<b>29</b> Permanently restricted net assets . . . . .	13,136,755	<b>29</b>	14,321,308
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	293,558,289	<b>33</b>	289,841,343	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	305,851,550	<b>34</b>	302,117,793	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	61,835,062
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	63,012,140
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	-1,177,078
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	293,558,289
<b>5</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>5</b>	-2,539,868
<b>6</b>	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	<b>6</b>	289,841,343

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	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		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
<b>b</b>	Were the organization's financial statements audited by an independent accountant?	Yes	
<b>c</b>	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
<b>d</b>	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 separated basis		
<b>3a</b>	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?	Yes	
<b>b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

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

**Public Charity Status and Public Support**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

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

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

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions

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

- 1  A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E )
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
  
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II )
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III )
- 10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h  
 a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f  If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?  
 (ii) a family member of a person described in (i) above?  
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
<b>11g(i)</b>		
<b>11g(ii)</b>		
<b>11g(iii)</b>		

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

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public Support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
<b>11 Total support</b> (Add lines 7 through 10)						
<b>12</b> Gross receipts from related activities, etc (See instructions)					<b>12</b>	

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

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

<b>14</b> Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	<b>14</b>	
<b>15</b> Public Support Percentage for 2010 Schedule A, Part II, line 14	<b>15</b>	

**16a 33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

**b 33 1/3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

**17a 10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

**b 10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

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

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	49,074,566	31,383,828	29,244,577	26,601,004	25,494,301	161,798,276
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	30,981,649	30,564,881	35,048,913	33,755,253	35,412,176	165,762,872
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5	80,056,215	61,948,709	64,293,490	60,356,257	60,906,477	327,561,148
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons	31,599,703	7,156,080	7,010,760	1,266,744	1,252,164	48,285,451
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0	0	0	0	0	0
<b>c</b> Add lines 7a and 7b	31,599,703	7,156,080	7,010,760	1,266,744	1,252,164	48,285,451
<b>8 Public Support</b> (Subtract line 7c from line 6)						279,275,697

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6	80,056,215	61,948,709	64,293,490	60,356,257	60,906,477	327,561,148
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	5,204,656	4,621,089	4,410,388	4,190,912	4,330,416	22,757,461
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b	5,204,656	4,621,089	4,410,388	4,190,912	4,330,416	22,757,461
<b>11</b> 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
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	34,748	130,145	81,975	170,064	766,657	1,183,589
<b>13 Total support</b> (Add lines 9, 10c, 11 and 12)	85,295,619	66,699,943	68,785,853	64,717,233	66,003,550	351,502,198
<b>14 First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b> <input type="checkbox"/>						

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

<b>15</b> Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	<b>15</b>	79.452 %
<b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15	<b>16</b>	78.111 %

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

<b>17</b> Investment income percentage for <b>2011</b> (line 10c column (f) divided by line 13 column (f))	<b>17</b>	6.474 %
<b>18</b> Investment income percentage from <b>2010</b> Schedule A, Part III, line 17	<b>18</b>	7.009 %

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

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

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

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

**Facts And Circumstances Test**

**Explanation**

In 2011, 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

**Additional Data**

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

**Form 990, Special Condition Description:**

**Special Condition Description**

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Julie Packard Executive Director	28 0	X		X			235,834	0	44,641	
Dr Peter S Bing MD Chairman	1 0	X		X			0	0	0	
stephen c neal vice chair	1 0	X		X			0	0	0	
Susan Ford Dorsey Trustee	1 0	X					0	0	0	
Susan Orr Trustee	1 0	X					0	0	0	
James E Canales Trustee	1 0	X					0	0	0	
Margaret Caldwell Trustee	1 0	X					0	0	0	
Mark Wan Trustee	1 0	X					0	0	0	
Pietro Parravano Trustee	1 0	X					0	0	0	
Michael Mantell Trustee	1 0	X					0	0	0	
Caroline Getty Trustee	1 0	X					0	0	0	
Connie Martinez Trustee	1 0	X					0	0	0	
Chris Scholin Trustee	1 0	X					0	0	0	
M R C Greenwood Trustee	1 0	X					0	0	0	
Joan Lane Trustee	1 0	X					0	0	0	
Samantha Campbell Trustee	1 0	X								
William Landreth Trustee	1 0	X								
Gordon Smith Trustee-CYPT	1 0	X					0	0	0	
Paul Davies III Trustee-CYPT	1 0	X					0	0	0	
James Hekkers Managing Director	40 0			X			252,171	0	43,591	
Edward E Prohaska Chief Financial Officer	40 0			X			231,122	0	33,996	
Barbara Wright Secretary	1 0			X			0	0	0	
Cristina Fekeci Chief Development Officer	40 0				X		196,319	0	38,730	
Don Hughes VP Exhibitions	40 0				X		170,647	0	37,318	
Cynthia Vernon VP Educ Guest Research Prgm	40 0				X		158,504	0	31,872	

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
George Michael Sutton VP Dir Ctr for Future Oceans	40 0					X		179,256	0	44,847
Teresa Jeanine Merry VP Human Resources	40 0					X		146,417	0	45,922
James Westbrook Director of Finance	40 0					X		144,931	0	23,753
Randall Hamilton V P of Husbandry	40 0					X		144,507	0	23,858
Marian Martha Hahn V P of Marketing	40 0					X		139,526	0	23,187

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2011

Open to Public Inspection

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

Complete if the organization is described below.

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

Department of the Treasury Internal Revenue Service

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

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

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

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

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

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

Name of the organization Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

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

- 1 Provide a description of the organization's direct and indirect political campaign activities 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?
4a Was a correction made?
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?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

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

**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 (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check  if the filing organization checked box A and "limited control" provisions apply

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
<b>1a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying)	9,736													
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying)	221,023													
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b)	230,759													
<b>d</b>	Other exempt purpose expenditures	62,768,291													
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d)	62,999,050													
<b>f</b>	Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f)	250,000													
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0-														
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0-														
<b>j</b>	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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
<b>2a</b> Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
<b>c</b> Total lobbying expenditures	132,859	142,964	152,064	230,759	658,646
<b>d</b> Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
<b>f</b> Grassroots lobbying expenditures	15,585	4,660	11,346	9,736	41,327

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

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities? If "Yes," describe in Part IV			
<b>j</b> Total lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

**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".**

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) non-deductible lobbying and political expenditures ( <b>do not include amounts of political expenses for which the section 527(f) tax was paid</b> ).		
<b>a</b> Current year	<b>2a</b>	
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b> 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?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	

**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.

Identifier	Return Reference	Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization Monterey Bay Aquarium Foundation

Employer identification number 94-2487469

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

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

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

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

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

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1; (ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in Form 990, Part VIII, line 1; b Assets included in Form 990, Part X

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
<b>1a</b> Beginning of year balance . . . . .	77,434,508	75,328,843	74,637,452	65,871,281	
<b>b</b> Contributions . . . . .	1,786,573	1,018,399	165,475	8,766,171	
<b>c</b> Investment earnings or losses . . . . .	-467,240	1,550,640	902,723		
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .	476,082	463,374	376,807		
<b>f</b> Administrative expenses . . . . .					
<b>g</b> End of year balance . . . . .	78,277,759	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 ▶ 81.700 %
- b** Permanent endowment ▶ 18.300 %
- 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
<b>(i)</b> unrelated organizations . . . . .	<b>3a(i)</b>	No
<b>(ii)</b> related organizations . . . . .	<b>3a(ii)</b>	No

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
<b>1a</b> Land . . . . .		10,083,878		10,083,878
<b>b</b> Buildings . . . . .		143,642,364	61,507,419	82,134,945
<b>c</b> Leasehold improvements . . . . .		756,385	756,385	0
<b>d</b> Equipment . . . . .		26,205,669	20,523,168	5,682,501
<b>e</b> Other . . . . .		62,840,823	30,613,468	32,227,355
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				130,128,679



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

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

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

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

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

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

**Part XIV Supplemental Information**

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

Identifier	Return Reference	Explanation
Form 990, Schedule D, Part V, Line 4		The earnings of the Aquarium's endowment funds support education and conservation programs and the mission of the Aquarium. Form 990, Schedule D, Part X, Line 2. The Monterey Bay Aquarium Foundation has identified and evaluated their significant tax positions for which the statute of limitations remains open and determined there are no material unrecognized tax benefits or liabilities to be recorded. The open tax years are generally the years ended December 31, 2008 through December 31, 2011 for federal tax purposes and the years ended December 31, 2007 through December 31, 2011 for California tax purposes. Earlier tax years are open to the extent of any net operating losses from unrelated business income carrying forward from those years. There have been no material changes in unrecognized tax positions as of December 31, 2011 and 2010, nor are any material changes anticipated over the twelve months following December 31, 2011.

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No 1545-0047

**2011**

**Open to Public  
Inspection**

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

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Monterey Bay Aquarium Foundation

**Employer identification number**  
94-2487469

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

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

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

**3** Activities per Region (Use Part V if additional space is needed )

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(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 region/investments in region
Sub-Saharan Africa			Grantmaking	Animal Research	11,000
East Asia and the Pacific			Grantmaking	Aid to Fuktishima Aq	12,812
East Asia and the Pacific			Program Services	Fuktishima Aq Reopen	15,828
East Asia and the Pacific			Program Services	Mola and Tuna Research	13,883
East Asia and the Pacific			Program Services	Open Sea Exhibit	6,544
East Asia and the Pacific			Program Services	Sustainable Seafood	3,592
East Asia and the Pacific			Program Services	Int'l Symposiums	4,494
North America			Program Services	Animal Collecting	21,228
North America			Program Services	Sustainable Seafood	13,415
North America			Program Services	Graphic Design Review	2,009
North America			Program Services	Guest Dive Research	2,362
North America			Program Services	Open Sea Exhibit	1,917
Europe (Including Iceland and Greenland)			Program Services	Sustainable Seafood	9,276
Central America and the Caribbean			Program Services	Climate Change Conf	2,196
Central America and the Caribbean			Program Services	Tuna Research	4,373
South America			Program Services	Sustainable Seafood	5,891
<b>3a</b> Sub-total					130,820
<b>b</b> Total from continuation sheets to Part I					
<b>c</b> Totals (add lines 3a and 3b)					130,820





**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 (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 and/or Form 3520-A. (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



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

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

OMB No 1545-0047

**2011**

**Open to Public  
Inspection**

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

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Monterey Bay Aquarium Foundation

Employer identification number  
94-2487469

**Part I Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
blackbaud inc PO Box 930256 Atlanta, GA 31193	consulting		No		48,060	
charles r feldstein co 737 N Michigan Ave Chicago, IL 60611	consulting		No		132,000	
SDA TELESERVICES INC 5757 W Century Blvd 300 Los Angeles, CA 90045	TELEPHONE		No	370,254	56,898	313,356
<b>Total . . . . .</b>				370,254	236,958	313,356

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

CA

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

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

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

**9** Enter the state(s) in which the organization operates gaming activities \_\_\_\_\_

**a** Is the organization licensed to operate gaming activities in each of these states? . . . . .  Yes  No

**b** If "No," Explain \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .  Yes  No

**b** If "Yes," Explain \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**11** Does the organization operate gaming activities with nonmembers?  Yes  No

**12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No

**13** Indicate the percentage of gaming activity operated in

<b>a</b> The organization's facility	<b>13a</b>	
<b>b</b> An outside facility	<b>13b</b>	

**14** Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ .....

Address ▶ .....

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No

**b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_

**c** If "Yes," enter name and address

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

**Part IV** Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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 \$236,958 reported in part 2b, none was for reimbursement of expenses.

Schedule I (Form 990)

OMB No 1545-0047

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

2011

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

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization

Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Row 1: See Additional Data Table.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . 8
3 Enter total number of other organizations listed in the line 1 table . . . . . 4

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) Scholarships	18	15,825			

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

Identifier	Return Reference	Explanation
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.

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

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
Environmental Media Assoc 5979 W Third Street Los Angeles, CA 90036	95-4268867	501(C)(3)	10,000				Environmental Media Award Sponsorship
Smithsonian Institution PO Box 37012 MRC 101 RM77A Washington, DC 20013	56-0206027	501(C)(3)	10,000				Sponsorship of Demytifying Seafood Event

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
AZA Executive Office 8403 Colesville Road Silver Springs, MD 20910	55-0526930	501(C)(3)	7,500				Annual Conference Sponsorship
San Luis Obispo Visitor Bureau 811 El Capitan Way 200 San Luis Obispo, CA 93401	77-0221126	501(C)(3)	6,000				Savoring Central Coast Event

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
Stanford University Ocean View Blvd Pacific Grove, CA 93950	94-1156365	115	135,081				White Shark Research
University of Hawaii 2777 Kalakaua Avenue Honolulu, HI 96815	96-6000354	115	125,298				Research

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
Cal State University Long Beach 6300 State Univ Dr 332 Long Beach, CA 90815	23-7110314	115	41,256				White Shark Tagging
Ocean Foundation 1990 M Street 250 Washington, DC 20036	71-0863908	501(C)(3)	37,228				Research collaboration

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
City of Pacific Grove 300 Forest Avenue Pacific Grove, CA 93950	94-6000388		22,000				New Visitors Center
UC Santa Cruz 1156 High Street EMS Bld Santa Cruz, CA 95064	94-1539563	115	15,000				Tagging of Mobulids

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
Aquarium of the Bay Pier 39 San Francisco, CA 94133	90-0401015	501(C)(3)	9,620				Climate Change Coalition
Alaska Sealife Center PO Box 1329 Seward, AK 99664	92-0132479	501(C)(3)	9,227				Climate Change Coalition

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
North Carolina Aquarium One Roosevelt Blvd Pine Knoll Shores, NC 28512	56-1512990	501(C)(3)	8,000				Climate Change Coalition

**Schedule J**  
(Form 990)

**Compensation Information**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

**Name of the organization**

Monterey Bay Aquarium Foundation

**Employer identification number**

94-2487469

**Part I Questions Regarding Compensation**

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

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

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence            |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)            |

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

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

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

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                               |
| <input type="checkbox"/> Form 990 of other organizations                | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

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

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

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

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

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

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

**a** The organization?

**b** Any related organization?

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

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

**a** The organization?

**b** Any related organization?

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

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

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

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

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Julie Packard	(i) (ii)	234,453 0	395 0	986 0	24,068 0	20,573 0	280,475 0	0 0
(2) James Hekkers	(i) (ii)	243,948 0	790 0	7,433 0	24,500 0	19,091 0	295,762 0	0 0
(3) Edward E Prohaska	(i) (ii)	229,591 0	790 0	741 0	23,308 0	10,688 0	265,118 0	0 0
(4) Cristina Fekeci	(i) (ii)	194,588 0	790 0	941 0	20,141 0	18,589 0	235,049 0	0 0
(5) George Michael Sutton	(i) (ii)	178,119 0	790 0	347 0	18,641 0	26,206 0	224,103 0	0 0
(6) Don Hughes	(i) (ii)	168,896 0	790 0	961 0	17,677 0	19,641 0	207,965 0	0 0
(7) Cynthia Vernon	(i) (ii)	157,138 0	790 0	576 0	16,113 0	15,759 0	190,376 0	0 0
(8) Teresa Jeanine Merry	(i) (ii)	144,303 0	790 0	1,324 0	15,664 0	30,258 0	192,339 0	0 0
(9) James Westbrook	(i) (ii)	143,877 0	790 0	264 0	14,585 0	9,168 0	168,684 0	0 0
(10) Randall Hamilton	(i) (ii)	143,225 0	790 0	492 0	14,522 0	9,336 0	168,365 0	0 0
(11) Marian Martha Hahn	(i) (ii)	138,573 0	790 0	163 0	14,051 0	9,136 0	162,713 0	0 0

**Part III Supplemental Information**

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

Identifier	Return Reference	Explanation
Form 990, Schedule J, Part I, Line 1a		<p>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).</p> <p>Health club dues. As part of the Aquarium's wellness program, all employees (including the listed employees in Part VII, Section A) are eligible to receive a monthly reimbursement of \$25 for health club dues if the employee meets the program goals. All payments were treated as taxable income in employees Form W-2 and included in income reported on Schedule J, Part II, Column B (iii).</p>

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization Monterey Bay Aquarium Foundation

Employer identification number 94-2487469

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefitting Interested Persons.

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

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

**Part IV Business Transactions Involving Interested Persons.**

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

(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

**Part V Supplemental Information**

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

Identifier	Return Reference	Explanation
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**SCHEDULE M  
(Form 990)**

**NonCash Contributions**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

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

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Monterey Bay Aquarium Foundation

Employer identification number  
94-2487469

**Part I Types of Property**

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art . . . . .				
2 Art—Historical treasures . . . . .				
3 Art—Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities—Publicly traded . . . . .	X	36	222,622	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	15	15,610	OPINION OF EXPERTS
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ ( <u>ADVERTISING</u> ) . . . . .	X	13	45,917	COST/SELLING PRICE
26 Other ▶ ( <u>MISCELLANEOUS</u> ) . . . . .	X	3	9,329	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
30a During the year, did the organization receive by contribution any property reported in Part I, lines 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? . . . . .		No
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? . . . . .	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions? . . . . .	Yes	
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

**Part II**

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

Identifier	Return Reference	Explanation
Form 990, Schedule M, Line 32		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 166 CONTRIBUTIONS OF FOOD, WINE, KITCHEN EQUIPMENT, AND ADVERTISING REPORTED AS PART OF PROGRAM SERVICE REVENUE ON FORM 990, PART VIII, LINE 2C

**Schedule M (Form 990) 2011**

**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 to provide any additional information.**

**▶ Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization  
Monterey Bay Aquarium Foundation

**Employer identification number**

94-2487469

Identifier	Return Reference	Explanation
Form 990, Part I, Line 1 and Form 990, Part III, line 1		<p>The mission of the Monterey Bay Aquarium is to inspire conservation of the oceans. While we are encouraged by meaningful actions taken in 2011 on behalf of ocean conservation, including those we supported, much work remains in order to assure a world with healthy oceans. That's why we continued to reach out to new audiences and to deepen our relationship with members and repeat visitors through compelling live exhibits, integrated education programs and productive conservation research projects. Form 990 Part III Line 4a Marine Life Exhibition and Care Marine life exhibition and care costs of \$26,142,561 include the cost of operating and maintaining the Aquarium's living exhibit galleries. We inspire visitors to connect with the oceans through our living exhibits and interactive displays. Both elements are evident in the renovated Open Sea galleries that debuted in July 2011. The galleries include an updated million-gallon Open Sea exhibit that features most species found in the former Outer Bay exhibit: tunas, mahi mahi, ocean sunfish, pelagic sharks and rays, schooling fishes and sea turtles. The public area of the Aquarium encompasses over 200,000 square feet of public space including 25,500 square feet of ocean view decks. There are nearly 200 galleries and exhibits devoted to the diverse habitats of the Monterey Bay. More than 35,000 animals and plants are displayed representing over 550 species of fishes, invertebrates, mammals, reptiles, birds and plants found in Monterey Bay and other marine habitats world-wide. The task of keeping the marine life well fed and healthy starts with the Aquarium's sea water system, with fresh seawater pumped constantly from the bay. The seawater is filtered during the day to aid visibility. At night, the seawater is unfiltered and provides food for many animals in the exhibits. An average of 305 pounds of food is provided daily to animals that are not able to obtain sufficient food from the seawater. The Open Sea galleries share tales of epic animal migrations across the Pacific through multimedia experiences connecting visitors with sharks, fishes, sea turtles, marine mammals and seabirds. We charmed visitors with a new live exhibit that's home to tufted puffins and other diving seabirds, and fascinated them with interactive displays of the ocean's tiny drifters - the plankton at the base of the ocean food web. We enhanced the jellies exhibits by adding a domed theater that allows visitors to step into a bloom of moon jellies. In a first for our permanent galleries, The Open Sea features compelling artwork by three artists-Chris Jordan, Alison McDonald and Bryant Austin-who have devoted their careers to raising awareness about the threats facing ocean animals. A climate-change-related live auditorium presentation called Whales to Windmills. Inventions Inspired by the Sea won top honors as the Best Cultural Institution Media Installation at the Jackson Hole Wildlife Film Festival in October. The 15-minute live program, coupled with amazing video clips, focuses on how nature has inspired energy-efficient inventions. The prestigious award is a first for the Aquarium. In January we were delighted to share the first-ever news that two African blackfooted penguin chicks hatched in an exhibit in the Splash Zone family galleries. Visitors to the Aquarium on September 1 saw a young great white shark in the Open Sea exhibit, the sixth to go on exhibit since the Aquarium's Project White Shark program began 10 years earlier. This young shark, a 4-foot, 7-inch male weighing 43.2 pounds, was collected August 18 by Aquarium staff with the help of a commercial fishing crew using a purse seine net. He was quickly transferred to a 4-million-gallon ocean holding pen off Malibu, where he remained for almost two weeks under close observation. Once Aquarium staff observed him swimming comfortably and feeding in the pen, he was brought to Monterey and placed in the million-gallon Open Sea exhibit after hours on August 31. He was released to the wild on October 2011.</p>

Identifier	Return Reference	Explanation
Form 990, Part III Line 4b Education and Outreach		<p>Education and Outreach costs of \$9,246,715 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. Since opening in 1984, the Aquarium has maintained a central focus on education for schoolchildren, providing free visits to 2 million students (through January 2012). Our education programs help students and the adults who influence them discover their connection to the ocean and take the next steps in becoming active and effective ocean conservationists. The programs complement and support school-related education efforts and state science standards. They also engage learners of all ages in relevant, hands-on experiences with nature, expand their understanding of fundamental science and ocean conservation issues, develop and exercise critical thinking skills, encourage them to make and act on environmentally conscious decisions and empower them to be role models. Our education programs place equal importance on establishing an initial connection with students by introducing them to the wonders of the ocean, and on nurturing that connection over time as students take on the role of conservation leaders. Programs are structured for multiple grade levels, starting with pre-K students in local Head Start programs, and continuing with elementary, middle and high school students. Through an all-encompassing combination of school programs, teacher professional development, summer, evening and weekend teen programs and community outreach and partnerships, our education programs empower and inspire students, their families and peers and local communities to learn about and conserve our oceans. In spring 2011 we sponsored a family science night as part of our partnership with the Watsonville and Pajaro communities. The event encouraged children and their families to participate in several hands-on marine science sessions to explore the topics of fluids, density, buoyancy and viscosity. Since 2009 we've held this series of family discovery programs in collaboration with local scientists and community leaders in an effort to create a fun and interactive environment for families to talk about and work on science activities together. In November, we hosted our first-ever Oceans Need Everyone (ONE) Teen Summit as part of our education department's teen education outreach programs. It was an opportunity for scores of teen leaders to network with peers from regional high schools who were already involved in conservation projects at their schools and in their communities, as well as with staff and volunteers from local non-profit organizations. Together, they explored ways to get more teens involved in local ocean conservation efforts. This is one element of our renewed emphasis on building long-term relationships with young people through our Teen Conservation Leadership initiative. We reached thousands of visitors through customized Aquarium Adventures programs, ranging from behind-the-scenes tours and overnight sleepovers, to sailing and scuba educational "adventures." These programs provide enriched experiences for visitors. We connected with guests after their visits as well. In March, we expanded the reach of our popular Seafood Watch and FishMap apps to include not only iPhone but also Android users. Tens of thousands of people "liked" us on Facebook, followed our Tweets and watched video clips on our YouTube channel. We seek to educate both children and adults about the benefit of sustainable seas. In May we celebrated the 10th anniversary of our Cooking for Solutions events, which bring together celebrity chefs to prepare gourmet dishes using sustainable seafood and organic ingredients, paired with organic and sustainable wines. Reaching 12,000+ attendees, including environmental and food writers, major seafood buyers and restaurateurs, the multi-day event strengthens the connection between what we eat and the health of the planet. In celebration of the 10th anniversary, we expanded activities by an additional day and created new events including the Coastal Living Pavilion for television celebrity chef cooking demos, four new Salon Series presentations, and the Savor the Gulf Coast Breakfast. Stories generated by media who have covered past Cooking for Solutions events include more than 100 articles and broadcast segments in national media outlets. The influential journalists who participate bring a greater awareness about issues relating to sustainable seafood and agriculture to their readers. We shared the story of Project White Shark in a book published in June in cooperation with Service Systems Associates, the Aquarium's retail partner. Project White Shark chronicles the lengthy planning process, detailed logistics, setbacks and successes of our attempts to better understand and exhibit this iconic species. The book includes dramatic images of great whites in t</p>

Identifier	Return Reference	Explanation
Form 990, Part III Line 4b Education and Outreach		he wild, young sharks on exhibit at the Aquarium and being released into Monterey Bay, and tagging and research efforts in the waters off southern California

Identifier	Return Reference	Explanation
Form 990, Part III Line 4c Conservation and Research		<p>Conservation and Research costs of \$6,420,403 represent expenses for marine policy and advocacy efforts, the Seafood Watch program, and field research. These programs include activities of the Aquarium's Center for the Future of the Oceans. The Aquarium's biggest conservation victory in 2011 was the passage into law of AB 376, the Aquarium-sponsored bill that bans the trade of shark fins in California. This is a huge step for shark conservation, as it helps end the economic incentive that drives the killing of millions of sharks world wide for their fins each year. Members, donors and guests had a big role in this success. Their letters, phone calls and email messages secured legislative victories so that the shark fin trade is now illegal in five Western states and territories-including California. It also provides encouragement to extend these successes to the United States and countries around the world, with a goal of ending the global shark fin trade. The Aquarium's marine policy work also achieved progress for the southern sea otter. In California, the southern sea otter population exists at only a fraction of its historic level. Alarming, over the past five years, the population growth rate has slowed and even declined. After years of urging by conservation and scientific communities, including the Aquarium, the U.S. Fish and Wildlife Service declared its intent to end zonal management of southern sea otters in southern California. This will allow the otter population to extend its current ranges outward unimpeded by the threat of relocation or harassment. The Aquarium also sponsored AB 971, legislation that reestablished the sea otter check-off on California tax returns for another five years and creates a new sea otter research and conservation fund for the state. Since first established in 2006, the tax check-off has generated more than \$14 million for sea otter research and recovery efforts. The Aquarium's Seafood Watch program works to broaden awareness of the connection between seafood choices and ocean health as it helps consumers and businesses choose seafood that supports environmentally responsible fishing and fish farming practices. Seafood Watch raises consumer awareness through pocket guides, website, mobile applications and outreach efforts. Seafood Watch recommendations are science-based, peer reviewed, and uses ecosystem-based criteria. Pocket guides are updated every six months to incorporate the latest available research. A full downloadable scientific report is available on the Aquarium's website. Since 1999, the Aquarium has distributed over 40 million pocket guides and the Seafood Watch smartphone application has been downloaded nearly a million times. Through the efforts of the Aquarium's Seafood Watch program and the broader sustainable seafood movement, major seafood buyers are embracing the move to sustainable sourcing. Consumer demand, together with a growing understanding of the urgent issues facing the oceans, is encouraging other seafood buyers to seek more ocean-friendly alternatives. The Aquarium continues to develop a network of Seafood Watch restaurant partners and to work closely with other businesses to create market incentives to encourage demand for sustainable seafood. The Aquarium's conservation and research programs continue to produce valuable data that furthers the understanding of the wild populations of sea otters, great white sharks and bluefin tuna. This knowledge enhances the Aquarium's effectiveness as an advocate for protection of these key species and their habitats in the wild. A record 65 otters were admitted to our Sea Otter Research and Conservation program in 2011. Over a third were pups, of which six were placed with surrogate mothers (our exhibit animals) and six others found homes at partner aquariums. As of the end of 2011, a total of 12 pups have been born to Aquarium surrogate-reared female sea otters in the wild - 7 more than 2010's total of 5. In June, a 9-week-old female sea otter joined the Aquarium's sea otter exhibit under the care of surrogate mother and permanent exhibit animal Joy. The pup, known only as 540, was the youngest ever to be placed on exhibit. Eventually 540 went to her new home at Point Defiance Zoo and Aquarium in the state of Washington. 540 was the third pup the Aquarium has placed on public exhibit. Kit, the first pup to join the sea otter exhibit in February 2010, is now a member of the Aquarium's resident population and frequently acts as a companion to young sea otters kept behind the scenes while they await release back to the wild. Four-month-old pup 502 temporarily joined the exhibit in July 2010 with Joy, before transferring to a permanent home at Georgia Aquarium. From the Big Sur coast to southeastern Alaska, the sea otter research team is playing a key role in a comprehensive assessment of the health of coastal waters in the Northeast Pacific, and of one of the region's signature species. Stranded sea</p>

Identifier	Return Reference	Explanation
Form 990, Part III Line 4c Conservation and Research		<p>otters in our care teach us a lot about disease, parasites and other issues affecting the wild population. These lessons help to refine the Aquarium's treatment protocols and build expertise in the handling of these animals in the event of a catastrophic event, such as an oil spill. The Aquarium is part of the Pacific Nearshore Project, a team of researchers studying marine life and coastal watersheds to learn how marine ecosystems are responding to new challenges from pollution and climate change, to seasonal storms and changing oceanographic cycles. To get answers, scientists in the multi-year project are using techniques such as DNA analysis, forensic evidence, isotope chemistry and satellite imagery, with sea otters at the center of much of the work. They completed field studies in 2011 and will begin analyzing and interpreting data in 2012. Our collaborative research on great white sharks continues to reveal much about the lives of these iconic animals. In collaboration with Stanford University, we've placed 240 electronic tracking tags on 100 individual adult sharks at the Farallon Islands, Point Reyes, and at Ao Nuevo Island since 2000. Many sharks have been tagged more than once, generating multiple years of information about their travels in the eastern Pacific. Data from the tags revealed that adult great white sharks migrate thousands of miles to the Hawaiian Islands, and to a mid-ocean area halfway between Baja California and Hawaii dubbed "The White Shark Café." Why they visit these waters remains a mystery, but they consistently return to the same local California neighborhoods at the same time of year. As of 2011, we're expanding the 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. The team also completed a first-ever 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. 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 placed tracking tags on 43 young sharks and documented a great white shark nursery that extends from southern California through Baja California. Our collaborative research on juvenile white sharks was the focus of the lead program for Discovery Channel's Shark Week 2011. The program featured our efforts to tag and track young great white sharks off southern California, as well as the research by Aquarium partner Dr. Chris Lowe of California State University-Long Beach. Dr. Lowe and his team are investigating high levels of pollutants found in young great white sharks to learn the sources and what impact - if any - this is having on the survival of the young animals.</p>

Identifier	Return Reference	Explanation
<p>Our Tuna Research and Conservation Center team has dramatically expanded</p>	<p>what's known about Atlantic bluefin tuna - and what's needed to protect</p>	<p>them in the wild. Now we're increasing our research efforts in the Northern Pacific, where pressures on bluefin tuna are growing. There are currently no management measures in place at international fisheries for this species in the Pacific. The data collected through our electronic tagging study can contribute critical information for development of a sustainable fishery management program. We're using the same tagging technologies to gather and analyze data about fishery mortality and population size of Pacific bluefin tuna. Already, we've placed more than 400 electronic tags on fish in this area. Remarkably, more than half of these tagged fish have been caught by commercial fishermen and their electronic tags returned to the Aquarium. Most were caught off California and Mexico, 15 were recovered near Japan from fish on their way to spawning grounds. We've already built the largest data-set in the world for these fish - more than 52,000 days of data. We're learning about the distribution, migratory patterns and habitat use of Pacific bluefin tuna in the Eastern Pacific Ocean. We want to learn how much time Pacific bluefin spend off our coast, what species they're feeding on and where they're feeding. Our goal is for the science conducted to contribute directly to policy changes that will assure the long-term sustainability of these commercially and ecologically important fishes.</p> <p>Form 990 Part III Line 4d Other program services: Other program services of \$12,953,977 represents the costs of activities to provide a high quality experience for the 1.8 million people visiting the Aquarium in 2011. Included in this category are costs for marketing, guest services, membership services, as well as costs associated with food services 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. An allocation of marketing costs is included in management and general expenses to represent the costs associated with soliciting admission revenue. More visitors than ever are connecting with us via mobile phone and social media. Our creative web and guest experience teams continue to come up with programs to use technology to connect visitors with our animals and exhibits. We connected visitors with animals through our popular "UFO" feature - text message alerts about Unidentified Feeding Opportunities. The service informs guests about feedings of jellyfish, sharks, flamingos and bat rays, enrichment sessions for the giant Pacific octopus, and even unusual wildlife sightings off the Aquarium's ocean-view decks. We continued to strengthen our ties to California's growing Hispanic community. The Aquarium attracted more than 121,000 California Hispanic visitors in 2011 thanks in part to two 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 over 41,000 low-income and special-needs visitors to the Aquarium. Membership households totaled 62,800 as of December 31, 2011 and membership visits were over 390,000 in 2011. In addition to the essential processing and customer service functions, membership services hosts ten member events each year including the popular Halloween dance party and holiday wine tasting event. Members also receive Shorelines, the Aquarium's member magazine, which is produced three times annually. Membership services also include other efforts to serve, retain and communicate with members. Our overall outreach wouldn't have the impact it does without the dedication of our many volunteers who help clean exhibits, feed sea otter pups, explain sea stars to toddlers, show off jellies to visitors from overseas, discuss why eating sustainable seafood can help the ocean, and make countless other connections that further our mission in compelling and very personal ways. More than 1,290 individuals are currently active volunteers at the Aquarium. Collectively, they donated more than 13,300 hours every month in 2011, for a total of 160,069 hours.</p>

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		<p>Trustees Julie Packard and Susan Orr are sisters. Christopher Scholin, a Trustee, is the CEO of Monterey Bay Aquarium Research Institute ("MBARI") of which Julie Packard and Susan Orr are Board members. Form 990, Part VI, Section A, line 11A. The Form 990 is prepared by Grant Thornton LLP based on audited financial statements and with the assistance of the Aquarium's finance and accounting staff. The final draft of the Form 990 is reviewed by the CFO and the Executive Director. Upon acceptance of the draft by the CFO and Executive Director, the draft Form 990 is delivered to the Finance Committee of the Board of Trustees in advance of their next meeting. The Finance Committee reviews the draft during the meeting, with the CFO and Executive Director present for questions and discussion. Finally, the Board receives a copy of the final version of the Form 990 prior to filing. Form 990, Part VI, Section B, Line 12c. The Aquarium regularly and consistently monitors and enforces compliance with its conflict of interest policies. Trustees and officers Conflict of Interest Policy -- The Executive Director's office assures that all disclosures forms (and mitigation plans, if applicable) have been received by January 31 of each year from all trustees and officers, prepares a summary of disclosures, and forwards the completed forms and the summary to the Aquarium's Conflicts Review Panel, consisting of the Executive Director, Legal Counsel, VP - Human Resources, and Chief Financial Officer (CFO). Trustees and officers also acknowledge receipt and understanding of the Aquarium's COI Policy in conjunction with providing the annual disclosures. Following review by the Panel, the Panel's findings and the disclosures are provided to the Board's Audit Committee, which reviews the disclosures and makes a report to the Board at its May Board meeting. Both the Panel and the Audit Committee annually evaluate the effectiveness of the process. The CFO assures appropriate reporting to the external auditors and tax filings preparer. Trustees and officers have a continuing duty to make additional disclosures throughout the year if warranted. Employees Code of Ethical Conduct Policy -- The VP -- Human Resources forwards the Code, which includes a section on conflicts of interest, to all managers in early January each year, and assures that each manager responds that they have read it and are in compliance by January 31. Managers are also required to disclose any interests which could give rise to conflict, and to assure that any staff in their areas with interests which could give rise to conflict has done the same. Disclosures (and mitigation plans, if applicable) are reviewed by the Executive Director, VP -- Human Resources and CFO by March. This team also evaluates the effectiveness of the process. The CFO assures appropriate reporting to the external auditors and tax filings preparer. Employees have a continuing duty to make additional disclosures throughout the year if warranted. Form 990, Part VI, Section B, Line 15. The Board of Trustees maintains a performance evaluation process for the Chief Executive Officer, referred to as the Executive Director, who is a member of the Board. The Board's Executive Compensation Committee, comprised of independent directors, reviews the CEO's performance with input from the other Board members, and recommends the compensation of the CEO to the Board. The Committee obtains and reviews market survey data from several independent organizations (in 2011 this was five national and regional firms, including one custom survey) containing data for comparable positions at comparable organizations. The Committee provides the performance review and comparable salary information to the Board and recommends the CEO's compensation. Based upon the performance review and comparable salary information, the independent members of the Board determine that the compensation is fair, just and reasonable and then approves total compensation for the CEO. The Board delegates to the Executive Compensation Committee the performance review and compensation approval of the Chief Financial Officer, who is not a member of the Board, and any other Officers or senior staff who are highly compensated. Based upon the performance review and comparable salary information, the Committee determines that the compensation is fair, just and reasonable and approves total compensation for the CFO and all other key employees. In each case, the review and approval is contemporaneously documented in the minutes of the Committee and the Board, respectively. 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</p>

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		d losses reported for financial statement purposes, excluded from revenues reported on the Form 990

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**  
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**  
Monterey Bay Aquarium Foundation

**Employer identification number**

94-2487469

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) Monterey Bay Aquarium Support Services 99 Pacific Street Monterey, CA 93940 77-0569564	Property Mgmt	CA	501(c)(3)	11a	NA		No

**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	

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

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

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

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

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses

- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
<b>1a</b>		No
<b>1b</b>		No
<b>1c</b>	Yes	
<b>1d</b>		No
<b>1e</b>		No
<b>1f</b>		No
<b>1g</b>		No
<b>1h</b>		No
<b>1i</b>		No
<b>1j</b>		No
<b>1k</b>		No
<b>1l</b>		No
<b>1m</b>		No
<b>1n</b>		No
<b>1o</b>		No
<b>1p</b>		No
<b>1q</b>		No
<b>1r</b>	Yes	

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
<b>(1)</b> Monterey Bay Aquanum Support Services	c	1,000,000	
<b>(2)</b> Monterey Bay Aquanum Support Services	r	17,643	
<b>(3)</b>			
<b>(4)</b>			
<b>(5)</b>			
<b>(6)</b>			



**Part VII Supplemental Information**

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

**Identifier****Return Reference****Explanation****Schedule R (Form 990) 2011**