

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
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

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	C Name of organization Monterey Bay Aquarium Foundation		D Employer identification number 94-2487469
	Doing Business As		E Telephone number (831) 648-4800
	Number and street (or P O box if mail is not delivered to street address) 886 CANNERY ROW Suite	Room/suite	
	City or town, state or country, and ZIP + 4 MONTEREY, CA 93940		G Gross receipts \$ 180,200,420
F Name and address of principal officer JULIE PACKARD 886 CANNERY ROW MONTEREY, CA 93940		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number	
I 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			
J Website: WWW.MONTEREYBAYAQUARIUM.ORG			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation 1978
			M State of legal domicile CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities The Mission of the Monterey Bay Aquarium is to inspire conservation of the oceans (See schedule O for further detail)		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	18
	4	Number of independent voting members of the governing body (Part VI, line 1b)	17
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	604
	6	Total number of volunteers (estimate if necessary)	1,219
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0
7b	Net unrelated business taxable income from Form 990-T, line 34	0	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 25,494,301 Current Year: 22,938,932
	9	Program service revenue (Part VIII, line 2g)	35,389,480 38,309,941
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-988,330 3,668,039
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,939,611 1,335,437
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	61,835,062 66,252,349
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	504,801 337,062
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0 0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	29,919,692 32,385,123
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	241,208 281,541
	b	Total fundraising expenses (Part IX, column (D), line 25) 2,174,529	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	32,346,439 31,304,306
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	63,012,140 64,308,032
19	Revenue less expenses Subtract line 18 from line 12	-1,177,078 1,944,317	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year: 302,117,793 End of Year: 318,596,646
	21	Total liabilities (Part X, line 26)	12,276,450 13,892,082
	22	Net assets or fund balances Subtract line 21 from line 20	289,841,343 304,704,564

Part II Signature Block

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

Sign Here	***** Signature of officer	2013-11-12 Date			
	EDWARD E PROHASKA CFO Type or print name and title				
Paid Preparer Use Only	Prnt/Type preparer's name CHRISTINA BECKWITH	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name GRANT THORNTON LLP	Firm's EIN		Phone no (415) 986-3900	
	Firm's address ONE CALIFORNIA STREET SUITE 2300 SAN FRANCISCO, CA 94111				

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 Yes No

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 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 \$ 26,581,599 including grants of \$ 18,800) (Revenue \$ 35,710,171)
MARINE LIFE EXHIBITION AND CARE - SEE SCHEDULE O

























4b (Code) (Expenses \$ 10,096,118 including grants of \$ 47,130) (Revenue \$ 1,990,360)
EDUCATION AND OUTREACH - SEE SCHEDULE O

4c (Code) (Expenses \$ 5,677,975 including grants of \$ 235,330) (Revenue \$ 76,187)
CONSERVATION AND RESEARCH - SEE SCHEDULE O











4d Other program services (Describe in Schedule O)
(Expenses \$ 13,353,042 including grants of \$ 35,802) (Revenue \$ -706,182)

4e Total program service expenses 55,708,734

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> 	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> 		No
4 Section 501(c)(3) organizations. 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> 	Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> 		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> 		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> 		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, 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> 		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 	Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> 	Yes	
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> 	Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> 		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> 		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> 	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 		No
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 and XII is optional</i> 	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> 	Yes	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> 		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> 		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> 	Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> 	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> 		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question ID, question text, and Yes/No response boxes. Includes questions 1a-1b, 1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

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

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed CA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you 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 <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization EDWARD E PROHASKA 886 CANNERY ROW Monterey, CA (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 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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 Exec Director and Vice Chair	28 0 0 0	X		X				245,104	0	33,564
(2) Dr Peter S Bing Chairman	1 0 0 0	X		X				0	0	0
(3) Stephen C Neal Vice Chair	1 0 0 0	X		X				0	0	0
(4) Susan Ford Dorsey Trustee	1 0 0 0	X						0	0	0
(5) Susan Orr Trustee	1 0 0 0	X						0	0	0
(6) James E Canales Trustee	1 0 0 0	X						0	0	0
(7) Margaret Caldwell Trustee	1 0 0 0	X						0	0	0
(8) Mark Wan Trustee	1 0 0 0	X						0	0	0
(9) Pietro Parravano Trustee	1 0 0 0	X						0	0	0
(10) Michael Mantell Trustee	1 0 0 0	X						0	0	0
(11) Caroline Getty Trustee	1 0 0 0	X						0	0	0
(12) Connie Martinez Trustee	1 0 0 0	X						0	0	0
(13) Chns Scholin Trustee	1 0 0 0	X						0	0	0
(14) MRC Greenwood Trustee	1 0 0 0	X						0	0	0
(15) Joan Lane Trustee	1 0 0 0	X						0	0	0
(16) Samanta Campbell Trustee	1 0 0 0	X						0	0	0
(17) William Landreth Trustee	1 0 0 0	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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) Juan Govea Trustee	1 0 0 0	X					0	0	0	
(19) James Hekkers Managing Director	40 0 1 0			X			260,797	0	42,853	
(20) Barbara Wright Secretary	1 0 0 0			X			0	0	0	
(21) Edward E Prohaska Chief Financial Officer	40 0 1 0			X			243,963	0	35,086	
(22) Cristina Fekeci Chief Development Officer	40 0 0 0				X		195,097	0	50,247	
(23) Cynthia Vernon V P Education & Programs	40 0 0 0				X		163,169	0	30,651	
(24) Teresa Jeanine Merry V P Human Resources	40 0 0 0				X		151,176	0	44,036	
(25) Marian Martha Hahn V P of Marketing	40 0 0 0				X		150,913	0	23,171	
(26) Don Hughes V P of Exhibitions	40 0 0 0					X	173,412	0	38,375	
(27) Randall Hamilton V P of Husbandry	40 0 0 0					X	152,264	0	25,990	
(28) Charles Aslanian V P of Facility Operations	40 0 0 0					X	140,697	0	43,430	
(29) Jim H Westbrook Director of Finance	40 0 1 0					X	149,827	0	22,834	
(30) Tama Raye Bistran Controller & Director of Acctg	40 0 0 0					X	137,321		34,940	
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							2,163,740	0	425,177	

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 **28**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		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
RUDOLPH SLETTEN , 1600 SEAPORT BLVD 350 REDWOOD CITY CA 94063	CONSTRUCTION	5,117,168
ENGINE COMPANY 1 , 451 PACIFIC AVENUE SAN FRANCISCO CA 94133	MEDIA & SERVICE	2,543,678
ESHRECK HOMSEY DODGE , 500 TREAT AVENUE SAN FRANCISCO CA 94110	ARCHITECTURE	1,558,707
IMPACTS RESEARCH , 3720 FALCON RIDGE DRIVE MEDINA OH 44256	MARKET RESEARCH	1,367,121
COVELL CONSTRUCTION , 102 BENITO AVENUE PACIFIC GROVE CA 93950	CONSTRUCTION	830,688

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 **53**

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns 1a					
	b Membership dues 1b	9,392,538				
	c Fundraising events 1c	74,305				
	d Related organizations 1d					
	e Government grants (contributions) 1e	496,146				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	12,975,943				
	g Noncash contributions included in lines 1a-1f \$	127,920				
	h Total. Add lines 1a-1f	22,938,932				
Program Service Revenue	2a <u>ADMISSION FEES</u> Business Code 611600		36,012,528	36,012,528		
	b <u>OTHER PROGRAM REVENUE</u> 900099		1,987,360	1,987,360		
	c <u>FOOD SERVICE</u> 722320		310,053	310,053		
	d _____					
	e _____					
	f All other program service revenue					
	g Total. Add lines 2a-2f		38,309,941			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,605,970		1,605,970	
	4 Income from investment of tax-exempt bond proceeds		0			
	5 Royalties		4,891	4,891		
	6a Gross rents	(i) Real	3,381,260			
		(ii) Personal			135,000	
		b Less rental expenses	907,052			
		c Rental income or (loss)	2,474,208		135,000	
	d Net rental income or (loss)		2,609,208		2,609,208	
	7a Gross amount from sales of assets other than inventory	(i) Securities	115,054,372			
		(ii) Other				
		b Less cost or other basis and sales expenses	112,992,303			
		c Gain or (loss)	2,062,069			
	d Net gain or (loss)		2,062,069		2,062,069	
	8a Gross income from fundraising events (not including \$ 74,305 of contributions reported on line 1c) See Part IV, line 18					
	a _____		14,350			
b Less direct expenses b		48,716				
c Net income or (loss) from fundraising events		-34,366			-34,366	
9a Gross income from gaming activities See Part IV, line 19						
a _____						
b Less direct expenses b						
c Net income or (loss) from gaming activities		0				
10a Gross sales of inventory, less returns and allowances						
a _____						
b Less cost of goods sold b						
c Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue Business Code						
11a <u>FEDERAL CONTRACT REVENUE</u> 541700		43,845	43,845			
b <u>LOSS ON FIXED ASSET DISPOSAL</u> 900099		-1,633,346	-1,633,346			
c <u>INSURANCE PROCEEDS</u> 900099		113,527	113,527			
d All other revenue		231,678	231,678			
e Total. Add lines 11a-11d		-1,244,296				
12 Total revenue. See Instructions		66,252,349	37,070,536		6,242,881	

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)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	295,962	295,962		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	41,100	41,100		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	1,669,823	367,904	1,056,576	245,343
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	23,054,507	20,031,390	2,185,490	837,627
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,081,129	1,822,298	180,132	78,699
9	Other employee benefits	3,672,544	3,114,126	408,934	149,484
10	Payroll taxes	1,907,120	1,576,064	257,134	73,922
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	216,248	153,755	62,376	117
c	Accounting	199,316	191,537	7,569	210
d	Lobbying	110,624	110,624		
e	Professional fundraising services. See Part IV, line 17	281,541			281,541
f	Investment management fees	153,532		153,532	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	5,350,532	4,763,998	532,043	54,491
12	Advertising and promotion	4,499,086	4,344,631	148,105	6,350
13	Office expenses	4,812,410	4,205,003	337,105	270,302
14	Information technology	289,513	267,142	11,257	11,114
15	Royalties	0			
16	Occupancy	1,849,348	1,632,043	211,709	5,596
17	Travel	1,539,027	1,355,735	78,746	104,546
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	206,386	167,152	30,689	8,545
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	8,831,120	8,351,240	473,638	6,242
23	Insurance	460,039	442,180	17,376	483
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	MARINE LIFE ACQ /CARE	1,240,999	1,240,999		
b	DONATED GOODS	569,473	563,460		6,013
c	MERCHANT FEES	699,576	665,677		33,899
d	LOSS CONTIGENCY FOR NOTE RECEI	197,506		197,506	
e	All other expenses	79,571	4,714	74,852	5
25	Total functional expenses. Add lines 1 through 24e	64,308,032	55,708,734	6,424,769	2,174,529
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	19,124,827	1	15,228,828
	2 Savings and temporary cash investments	0	2	0
	3 Pledges and grants receivable, net	19,909,212	3	18,784,080
	4 Accounts receivable, net	1,688,708	4	1,774,262
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	230,000	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	551,422	9	593,996
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 248,176,250		
	b Less accumulated depreciation	10b 114,647,890	130,128,679	10c 133,528,360
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities See Part IV, line 11	129,797,814	12	148,078,857
	13 Investments—program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	687,131	15	608,263
16 Total assets. Add lines 1 through 15 (must equal line 34)	302,117,793	16	318,596,646	
Liabilities	17 Accounts payable and accrued expenses	5,989,766	17	7,288,281
	18 Grants payable	0	18	0
	19 Deferred revenue	6,002,803	19	6,425,716
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 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	283,881	25	178,085
	26 Total liabilities. Add lines 17 through 25	12,276,450	26	13,892,082
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	255,198,476	27	268,593,790
	28 Temporarily restricted net assets	20,321,559	28	20,806,770
	29 Permanently restricted net assets	14,321,308	29	15,304,004
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	289,841,343	33	304,704,564	
34 Total liabilities and net assets/fund balances	302,117,793	34	318,596,646	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	66,252,349
2	Total expenses (must equal Part IX, column (A), line 25)	2	64,308,032
3	Revenue less expenses Subtract line 2 from line 1	3	1,944,317
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	289,841,343
5	Net unrealized gains (losses) on investments	5	12,918,904
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	304,704,564

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

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.

Name of the organization

Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

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

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

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
17a 10%-facts-and-circumstances test—2012. 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—2011. 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 Section 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	31,383,828	29,244,577	26,601,004	25,494,301	22,938,932	135,662,642
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	30,564,881	35,048,913	33,755,253	35,412,176	38,309,941	173,091,164
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	61,948,709	64,293,490	60,356,257	60,906,477	61,248,873	308,753,806
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	7,156,080	7,010,760	1,266,744	1,252,164	1,187,684	17,873,432
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
c Add lines 7a and 7b	7,156,080	7,010,760	1,266,744	1,252,164	1,187,684	17,873,432
8 Public support (Subtract line 7c from line 6)						290,880,374

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	61,948,709	64,293,490	60,356,257	60,906,477	61,248,873	308,753,806
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,621,089	4,410,388	4,190,912	4,330,416	5,127,121	22,679,926
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	4,621,089	4,410,388	4,190,912	4,330,416	5,127,121	22,679,926
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	130,145	81,975	170,064	766,657	389,050	1,537,891
13 Total support. (Add lines 9, 10c, 11, and 12)	66,699,943	68,785,853	64,717,233	66,003,550	66,765,044	332,971,623
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	87.359 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	79.452 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	6.811 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	6.474 %

- 19a 33 1/3% support tests—2012.** 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—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

Facts And Circumstances Test

Explanation

In 2012, the majority of other income was earned from insurance proceeds received due to a casualty and 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

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

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, Part V, line 35c (Proxy Tax), then

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

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

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

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

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

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

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities \$
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities \$
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b \$
4 Did the filing organization file Form 1120-POL for this year? Yes No
5 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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	0													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	124,902													
c	Total lobbying expenditures (add lines 1a and 1b)	124,902													
d	Other exempt purpose expenditures	64,183,130													
e	Total exempt purpose expenditures (add lines 1c and 1d)	64,308,032													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000													
h	Subtract line 1g from line 1a If zero or less, enter -0-														
i	Subtract line 1f from line 1c If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	142,964	152,064	230,759	124,902	650,689
d Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column(e))					1,500,000
f Grassroots lobbying expenditures	4,660	11,346	9,736	0	25,742

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)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

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

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

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

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information

Identifier	Return Reference	Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

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

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 include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors...?, 6 Did the organization inform all grantees...?

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

Table with 2 columns: Description, Held at the End of the Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution..., 3 Number of conservation easements modified..., 4 Number of states where property subject to conservation easement is located..., 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

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.

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116..., 1b If the organization elected, as permitted under SFAS 116..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

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

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

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

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 XIII and complete the following table

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance

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

- a Board designated or quasi-endowment 78.200%
b Permanent endowment 18.900%
c Temporarily restricted endowment 2.900%
The percentages in lines 2a, 2b, and 2c should equal 100%

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

Table with 2 columns: Yes, No. Rows: 3a(i) unrelated organizations, 3a(ii) related organizations, 3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Table with 4 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and various Equity, Bond, and Hedge Funds.

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. This table is currently empty.

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

Table with 2 columns: (a) Description, (b) Book value. This table is currently empty.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Rows include Federal income taxes and GIFT ANNUITY PAYMENT LIABILITY.

2. Fin 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

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

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

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

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

Part XIII Supplemental Information

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

Identifier	Return Reference	Explanation
Intended Use of Endowment Funds	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 FIN 48 (ASC 740) Footnote Form 990, Schedule D, Part X, Line 2 The Monterey Bay Aquarium Foundation has identified and evaluated its 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, 2009 through December 31, 2012 for federal tax purposes and the years ended December 31, 2008 through December 31, 2012 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, 2012 and 2011, nor are any material changes anticipated over the twelve months following December 31, 2012

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2012

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Sub-Saharan Africa			Program Services	IAC Conference	34,545
East Asia and the Pacific			Program Services	Int'l Symposiums	17,082
East Asia and the Pacific			Program Services	Fuktishima Aq Visit	3,277
East Asia and the Pacific			Program Services	Tuna Research	12,375
East Asia and the Pacific			Program Services	Sustainable Seafood	18,245
North America			Fundraising		4,929
North America			Program Services	Sustainable Seafood	640
North America			Program Services	Animal Collecting	9,878
North America			Program Services	Trade Show	1,228
North America			Program Services	Graphic Design Review	8,961
Europe (Including Iceland and Greenland)			Program Services	Conferences	6,110
Central America and the Caribbean			Program Services	Sustainable Seafood	124
South America			Program Services	Int'l Symposiums	310
3a Sub-total					117,704
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					117,704

Part IV Foreign Forms

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

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

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. Form 990-EZ filers are not required to complete this part.

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 email 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... Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (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.

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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>Menlo Park</u> (event type)	<u></u> (event type)	<u>2</u> (total number)	(add col (a) through col (c))
Revenue	1 Gross receipts	88,655			88,655
	2 Less Contributions	74,305			74,305
	3 Gross income (line 1 minus line 2)	14,350			14,350
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	1,641			1,641
	6 Rent/facility costs				
	7 Food and beverages	10,222			10,222
	8 Entertainment				
	9 Other direct expenses	36,853			36,853
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(48,716)
11 Net income summary Combine line 3, column (d), and line 10 ▶				-34,366	

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

Does the organization operate gaming activities with nonmembers? Yes No

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

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	
b An outside facility	13b	

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

Name ▶

Address ▶

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

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

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

Identifier	Return Reference	Explanation
Form 990, Schedule G, Part I, Line 2b		Invoices are reviewed to determine if a component of the fees paid are for a reimbursement of expenses. Of the \$278,113 reported in Part I, Question 2b, none was for reimbursed expenses.

Schedule I (Form 990)

OMB No 1545-0047

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

2012

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...
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.

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, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Includes rows for University of Hawaii, Stanford University, CSU Long Beach, NAAEE, Flavors of Fort Lauderdale, The James Beard Foundation, SLO County Visitors Bureau, and Blue Ocean Film Festival LLC.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 7
3 Enter total number of other organizations listed in the line 1 table 1

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) White Shark Research	1	25,000			
(2) Individual Scholarships	17	16,100			

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
Monitoring the Use of Grant Funds	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

(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
University of Hawaii 2440 Campus Rd Box 368 Honolulu, HI 96822	99-6000354	115	105,650				Hawaii Field and Collecting Research
Stanford University 240 Panama St Stanford, CA 94305	94-1156365	115	75,220				
CSU Long Beach 6300 E State Univ Dr Long Beach, CA 90815	65-6106694	115	22,660				
NAAEE 2000 P St NW Ste 540 Washington, DC 20036	23-7158061	501(c)(3)	10,000				
Flavors of Fort Lauderdale 77 West 24th St New York City, NY 10010	45-4171741		10,000				
The James Beard Foundation 167 W 12th St New York City, NY 10011	13-2752108	501(c)(3)	7,500				
SLO County Visitors Bureau 811 El Capitan Way Ste 200 SLO, CA 93401	04-3569744	501(c)(3)	6,000				
Blue Ocean Film Festival LLC 789 Lighthouse Ave 329 Monterey, CA 93490	26-2939758	501(c)(3)	10,000				Sponsorship of Ocean Film Festival

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

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

- 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 type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax 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 of the expenses described above? If "No," complete Part III to explain

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|---|---|
| <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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Form 990, Schedule J, Part I, Line 1a		Gross-Up Payments and 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 subsidy of \$25 for fitness center dues if the employee meets certain wellness program requirements. Since this type of subsidy is considered a taxable fringe benefit, the Aquarium grosses-up these subsidies to cover the employee's taxes. All payments were treated as taxable income on the employee's Form W-2 and reported as compensation on Schedule J, Part II, Column B (III).

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

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) 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 compensation				
Julie Packard	(i)	243,697	395	1,012	24,573	8,991	278,668	0
	(ii)	0	0	0	0	0	0	0
James Hekkers	(i)	250,178	790	9,829	25,000	17,853	303,650	0
	(ii)	0	0	0	0	0	0	0
Edward E Prohaska	(i)	241,850	790	1,323	24,543	10,543	279,049	0
	(ii)	0	0	0	0	0	0	0
Cristina Fekeci	(i)	193,423	790	884	20,564	29,683	245,344	0
	(ii)	0	0	0	0	0	0	0
Cynthia Vernon	(i)	161,787	790	592	16,450	14,201	193,820	0
	(ii)	0	0	0	0	0	0	0
Teresa Jeanine Merry	(i)	149,354	790	1,032	15,993	28,043	195,212	0
	(ii)	0	0	0	0	0	0	0
Marian Martha Hahn	(i)	149,942	790	181	15,105	8,066	174,084	0
	(ii)	0	0	0	0	0	0	0
Don Hughes	(i)	171,627	790	995	18,047	20,328	211,787	0
	(ii)	0	0	0	0	0	0	0
Randall Hamilton	(i)	150,160	1,579	525	15,175	10,815	178,254	0
	(ii)	0	0	0	0	0	0	0
Charles Aslanian	(i)	139,388	790	519	15,032	28,398	184,127	0
	(ii)	0	0	0	0	0	0	0
Jim H Westbrook	(i)	147,919	1,635	273	14,924	7,910	172,661	0
	(ii)	0	0	0	0	0	0	0
Tama Raye Bistran	(i)	135,090	1,635	596	13,971	20,969	172,261	0
	(ii)							0

SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

Part I Types of Property

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

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

Table with 2 columns: 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?

Table with 3 columns: 30a, Yes, 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?

Table with 3 columns: 31, Yes, No

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

Table with 3 columns: 32a, Yes, No

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Table with 3 columns: 33, Yes, No

Part III Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. 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 \$563,401 of 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) (2012)

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

2012

**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. In 2012 we reached two attendance milestones - 50 million visitors welcomed into the Aquarium since we opened in 1984, and 2 million students hosted for a free school visit. We're proud to say we've educated and entertained generations of visitors about the wonders of the oceans through compelling live exhibits, integrated education programs and productive conservation research projects.</p> <p>Form 990, Part III, Line 4a Marine Life Exhibition and Care Marine life exhibition and care costs of \$26,581,599 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. In spring 2012 we debuted The Jellies Experience, featuring 16 different live species. The exhibit brings to life the magical world of jellies in all its psychedelic glory. This '60s-styled special exhibition, created by our talented exhibit design and development teams, takes visitors into a sensory extravaganza of experiences that highlight the intriguing lives of these unlikely animals - their graceful movements, beautiful symmetry, deceptive fragility and surprising survival skills. The Jellies Experience also features amazing interactive displays unlike any we've ever created before. In one gallery, visitors can manipulate virtual jellies to pulse in a virtual sea, in another, visitors become part of a kaleidoscopic image - their bodies as symmetrical as the jellies around them. Elsewhere, visitors can sketch electronic jellies of their own before launching them into a virtual aquarium populated with other people's creations. And in a gallery where people view fluorescent, bioluminescent and iridescent jellies and corals, they can trigger light shows by simulated jellies with the wave of an arm.</p> <p>Also in 2012, our animal care team and a nurturing weedy sea dragon dad achieved a milestone reached by only four other aquariums in North America - the birth of a brood of sea dragon babies. More than 80 of the inch-long fish - Australian relatives of the seahorse - began hatching on July 22. The father, who carried the eggs in a brood pouch under his tail, delivered the young inside the sea dragon exhibit that's part of The Secret Lives of Seahorses special exhibition. On Valentine's Day we introduced a male otter pup to the public in our sea otter exhibit. Pup 572 was raised by Joy - the 16th pup she's raised as a surrogate mother, her third on exhibit. Usually our exhibit sea otters mentor and mother young and injured animals behind the scenes until we release them back in the wild. We were allowed to raise pup 572 on exhibit because he was deemed non-releasable and was destined for exhibit at another facility, where he was given a name. People could see the pup in person, but also watch his progress via our popular live Otter Cam on our website and through our social media channels - our Tumblr blog and YouTube channel in particular.</p> <p>In June we introduced to the public a new exhibit sea otter - Abby, a 44-pound, 5-year-old female otter, who's on indefinite loan from SeaWorld San Diego. We hope that she will develop into a surrogate mother for wild sea otter pups that are rescued and eventually returned to the wild as part of our sea otter research and conservation program. Sadly, we lost exhibit sea otters Joy, Toola and Mae to old age in 2012. When we lost them, we also lost their valuable skills as surrogate mothers and companions - a cornerstone of our sea otter research and conservation program operations. "Super Mom" Joy was the most prolific of our surrogates, raising a record 16 stranded sea otter pups, many of which were returned to the wild, where they are raising pups of their own. Toola was the first rescued sea otter ever to raise pups that were successfully returned to the wild, and was the inspiration for state legislation that better protects sea otters in California. Mae was the first to raise a pup on exhibit, and in 2010 was the youngster who ushered in a new generation of resident otters in the popular two-story exhibit after the passing of our original exhibit animals. While we still have Rosa and Abby to help raise pups behind the scenes, we needed a few more female sea otters to fill the void. Enter Kit, Gidget and Ivy! They're the newest otters you'll see on exhibit (the refreshed sea otter exhibit reopened in late March 2013), and ones we hope will also join the ranks of our surrogate moms and companion animals to carry on this productive tradition. Read more about our sea otter research below at Form 990, Part III Line 4c Conservation and Research. A new loggerhead sea turtle hatchling in the Open Sea galleries made a splash even before it arrived here in late December. The unusual passenger received the red-carpet treatment flying from North Carolina to California on US Airways. We shared details and pictures of the entire</p>

Identifier	Return Reference	Explanation
Form 990, Part I, Line 1 and Form 990, Part III, Line 1		<p>e trip on our social media sites, especially Twitter, where feeds from #TravelingTurtle quickly became popular. As the journey took place just before Christmas, many people empathized with travel delays and the desire to just get home for the holidays. Since the turtle eventually will be released back into the wild, our aquarists will take a "hands-off" approach and not hand-feed it or spend more time with it than necessary. The turtle is one of nine on loan to various U.S. zoos and aquariums from the North Carolina Aquarium at Pine Knoll Shores. All of them were rescued from nests on North Carolina beaches - late hatchlings that didn't make it to the water with their nest-mates - and will eventually be returned to the wild. The turtle will stay at the Aquarium for as long as two years before its release back in North Carolina.</p>

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4b Education and Outreach		<p>Education and Outreach costs of \$10,096,118 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. In January we marked a notable milestone when we celebrated 2 million students participating in our free education programs. Since opening in 1984, the Aquarium has maintained a central focus on education for schoolchildren, hosting around 80,000 schoolchildren free of charge each year without public subsidies - a program that sets us apart from all other aquariums nationally. 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 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. A generous grant allowed our Education staff to host a summit series to help teachers reduce single-use plastics in their schools and communities. More than 100 educators attended the series, which focused on the science behind plastics issues, project ideas for the classroom and networking opportunities. We helped teachers learn how to convey the importance of ocean plastic pollution issues to their students, who were then encouraged to create projects in their local communities, such as awareness campaigns about single use plastics, and/or activities at school or in the local community that help reduce their use. We significantly revamped our Shelf to Shore program, which is expected to serve more than 30,000 low-income residents each year. Shelf to Shore is part of a broader outreach program that provides free admission for more than a quarter million adults and children each year, including more than 100,000 students, teachers and chaperones for free education programs, more than 10,000 clients of social service organizations that serve disadvantaged and special-needs populations, and around 30,000 Monterey County residents admitted free of charge during nine Community Days each December. We reached thousands of visitors through customized Aquarium Adventures programs, ranging from behind-the-scenes tours and overnight sleepovers to educational scuba adventures. These programs provide enriching experiences for visitors as well as cherished memories. Our active presence on social media platforms allows visitors to remain connected with us, and us with them, once they leave the aquarium. Our followers tripled in number in 2012, and we ended the year with 543,890 followers across all social media platforms and properties, especially Facebook, Twitter, Tumblr, Google+ and YouTube, and including new outreach via Pinterest, Instagram and a Spanish-language Facebook page called Tu Monterey Bay Aquarium. We're considered one of the social media leaders among zoos and aquariums across the country, not only in the number and engagement with our followers, but also in our innovative approaches to content. In May we hosted our 11th Cooking for Solutions event, which brought together celebrity chefs to prepare gourmet dishes using sustainable seafood and organic ingredients, paired with organic and sustainable wines. Reaching 17,700+ 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. As part of Cooking for Solutions, the 2012 Sustainable Foods Institute featured 30 high-level speakers and panelists, including U.S. Senator Debbie Stabenow, chair of the Senate Agriculture Committee, Deputy Secretary of USDA Kathleen Merrigan, Jim Cannon, Sustainable Fisheries Partnership, Callum Roberts, Ph.D., University of York, Jonathan Foley, Ph.D., University of Minnesota, and Charles Mann, author of the acclaimed books 1491 and 1493. Topics included the impact</p>

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4b Education and Outreach		s of removing forage fish from the ecosystem, the future of aquaculture, food packaging and the waste cycle, the politics of food, and the human health impacts of pesticide exposure The Institute attracted 43 participating journalists from both print and broadcast media, including representatives from the New York Times, Washington Post, Los Angeles Times, Martha Stewart Living Omnimedia, FORTUNE magazine, The Atlantic online, Food & Environment Reporting Network, National Public Radio and American Public Media/Marketplace Stories generated by media who have covered past Cooking for Solutions events include more than 100 articles and broadcast segments in national media outlets, as well as blogs The influential journalists who participate bring a greater awareness about issues relating to sustainable seafood and agriculture to their readers

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4c Conservation and Research		<p>Conservation and Research costs of \$5,677,975 represent expenses for marine policy and advocacy efforts, the Seafood Watch program, and field research. 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 has always considered accurate and up-to-date science to be at the core of its work and essential to its credibility. Its scientific rigor and collaborations with respected external experts are central to the successes that have made Seafood Watch the most recognized sustainable seafood resource in the U.S. In June we convened a new science advisory board - leading experts recruited to help guide the science behind Seafood Watch. The 15-member advisory board comprises individuals primarily from distinguished marine science programs at top universities, divided between expertise in wild-capture fisheries and aquaculture. We also revised our sustainability assessment criteria and internal research process so seafood reports can be updated more frequently, and are more concise and clearly organized, while maintaining the information essential to each recommendation. The streamlined process has the potential to assess more species of interest, and a new numerical scoring system allows for finer-scale recommendations for seafood buyers, while maintaining the straightforward green-yellow-red "traffic light" rating approach for consumers who rely on popular Seafood Watch pocket guides and smartphone apps. 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. We continue 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. Cooking Light magazine named Aquarium Executive Director Julie Packard one of its 25th Anniversary "Food Heroes" for her leadership in the sustainable seafood movement through our respected Seafood Watch program. Packard was one of 20 individuals recognized by the magazine for their role in improving the food scene in the United States. 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. Our Sea Otter Research and Conservation program admitted 61 animals in 2012. About 20 percent were pups, including two reared by surrogate mothers (and exhibit animals) and released back to the wild. Four pups were placed at partner aquariums, three of which were also reared by surrogate mothers, including one reared on exhibit. At the end of 2012, a total of 15 pups have been born to Aquarium surrogate-reared female sea otters in the wild - three more than 2011's total. As of the end of 2012, a total of 17 pups have been born to Aquarium surrogate-reared female sea otters in the wild - 5 more than 2011's total. The program continued to see a rise in the number of stranded pups, as well as a significant rise in animal deaths, particularly from shark bites. In continuing our quest to find out why healthy sea otters get sick and die, we joined staff at UC Santa Cruz's Long Marine Lab on a new research study of sea otter metabolism. This non-invasive study involves several live animals - including those under our care that are destined for release to the wild. It began in September and ran several months. Additionally, our staff continued to collect data for collaborative studies on sea otter audiometry, on disease and mortality issues in the populations off Monterey and Big Sur, and on a multidisciplinary, multi-institutional investigation of North East Pacific sea otter populations and nearshore ecosystems. Also working with colleagues, we began to develop a new study for long-term monitoring of survival, behavior and reproductive success of sea otters in Elkhorn Slough. Some funds for those critical studies came from the California Sea Otter Fund. In 2012, sea otter aficionados won an important victory - keeping the California Sea Otter Fund on state income tax forms for an additional five years (2012-2017). That year, Californians also made a difference by donating almost \$360,000 to sea otter conservation research through the voluntary tax check-off. We encouraged and supported this option, as creation of the fu</p>

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4c Conservation and Research		<p>nd was inspired by the story of Toola, one of our female exhibit sea otters who lived here for more than a decade and served as a surrogate mother for many stranded pups despite having a seizure disorder caused by a brain parasite. She died in March of natural causes and infirmities of age. In December, the federal government officially ended a 25-year-old "no-otter zone" in southern California waters that was designed to keep the threatened sea otter population from moving back into its historic range. We had advocated for and supported this action for years, and actively worked with colleagues to eliminate any loopholes that would allow fishermen and military to kill a certain number of sea otters accidentally as exemptions. The Aquarium has, from the beginning, been committed to preserving healthy oceans and the protecting ocean wildlife. We've undertaken long-term research programs with several California shark species, including sevengills and great whites. As an advocate for ocean conservation policy initiatives, we were the lead sponsor of legislation to outlaw the shark fin trade in California. (The last legal shark fin will be sold in the state on June 30, 2013.) And we strongly support the Marine Life Protection Act, through which California established a network of marine protected areas along our coast starting five years ago. It's great to see positive public interest about sharks, as evidenced by the fin trade ban and the recent action to consider listing the Northeastern Pacific population of great white sharks under both state and federal Endangered Species Acts. This is a positive sign that attitudes are shifting to recognize sharks' vital contributions to the health of ocean ecosystems. We're supporting both the state and federal process with research data and expertise. What we've learned as part of a broad research consortium of scientists - from Stanford University, UC Davis, California State University Long Beach and other institutions - has generated the scientific data being used to evaluate the status of the white shark population in Pacific waters. We'll continue to provide any data we have, so that the final decision is based on the best available science. While the state process is underway in 2013, we will not collect white sharks for exhibit. It's our hope that, if appropriate, policies to protect California's white sharks will allow for possible exhibit - and eventual release - of young sharks in the future. We know from visitor studies that seeing young sharks at the Aquarium has changed attitudes and left many visitors inspired to help protect white sharks. It's also our hope that any new protections will allow for continued research that directly contributes to our overall knowledge of the health of the white shark population here and in Baja California. Our collaborative research on adult great white sharks was the focus of Great White Highway, the lead program on Discovery Channel's Shark Week 2012. The hour-long episode followed Aquarium Research Scientist Sal Jorgensen, shark researcher Scot Anderson of PRBO Conservation Science and marine sciences professor Barbara Block of Stanford University's Hopkins Marine Station as they tag and monitor the migratory patterns of adult great whites that congregate around the Farallon Islands in the fall. The trio is familiar with most of the sharks they see in these rough waters, as they can identify them by their dorsal fins (each has a unique pattern from bites or scrapes) and have tagged and studied them for many years.</p>

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4c Conservation and Research (Continued)		<p>A good relationship with discovery channel allowed us to premiere great White Highway in our auditorium for members and visitors before the program aired nationally. Sal Jorgensen and Barbara Block attended the screenings to elaborate on their research and answer questions from an enthusiastic audience. Data from 2011-2012 research gave us further insight into the lives of adult great whites in the Northeastern Pacific. Researchers have determined there is some migration between two distinct population groups off Central California and Guadalupe Island, Mexico. Using acoustic tags and receivers deployed at both locations, they have detected the movement of three individuals out of approximately 150 combined sharks tagged (two from California to Mexico, one the other way). This suggests mixing between the groups, although it is very low, and may explain preliminary data showing genetic similarity. The researchers also verified that great white sharks return to Central California hotspots over decades by matching recent fin photos with those dating back to the 1980s. Electronic tags also allow another research team to map critical habitat used by young-of-the-year (under 1 year old) great white sharks in waters off Southern California. In collaboration with other scientists, we placed 6 more tracking tags on young sharks in 2012, bringing the total to 45 sharks tagged since the program began in 2000. Increasingly, our teams use acoustic tags instead of satellite tags on young sharks. The battery life on these tiny tags - which are implanted into the sharks - can last up to nine years. That means we could potentially track the migratory patterns of young great white sharks into adulthood. Currently there is no long-term data about those patterns. Our Tuna Research and Conservation Center team continued to focus on the status of the Pacific bluefin tuna in the Northern Pacific. Prized in Asian markets, extreme fishing pressure on Pacific bluefin stocks has depleted the historic spawning stock biomass population by an alarming 96.4 percent, according to a recent report commissioned by the Working Group for Pacific Bluefin Tuna, of the International Science Committee for the Study of Tunas and Related Species. Even the most optimistic model in the report estimated that the bluefin population fell by 94 percent, the most pessimistic estimated 97.9 percent. Even worse, at least 90 percent of the fish are being caught before they reach sexual maturity, so they have never reproduced. In June 2012 a limit of 10,000 metric tons was imposed as a two-year quota for the Eastern Pacific Ocean. All catches are subject to on-board observers and logbooks. This was adopted for the first time for bluefin tuna fishing in the Eastern Pacific Ocean. At this time there remains no firm management plans in the Western Pacific, despite the fact that decades of science review of fishing mortality has indicated an increase in fishing effort and fishing mortality. Our Pacific bluefin tuna research team has clearly shown that this magnificent fish is being fished heavily in the Eastern Pacific to be used as farm-raised bluefin. This additional fishing pressure is relatively new and only exacerbates the problem for this species. The data collected through our electronic tagging studies directly contributes critical information for development of a sustainable fishery management program. We're learning about the distribution, migratory patterns and habitat use of Pacific bluefin tuna in the Eastern Pacific Ocean, and have already built the largest data-set in the world for these fish - more than 52,000 days of data. Our goal is for the science we conduct to contribute directly to policy changes that will assure the long-term sustainability of these commercially and ecologically important fishes. Since we shifted the focus of our research to Pacific bluefin, we have deployed more than 700 archival tags on the species, for the first time exceeding the total number of tags our team deployed on Atlantic bluefin.</p>

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4d Other Program Services		<p>Other program services of \$13,353,042 represents the costs of activities to provide a high -quality experience for the 1.8 million people visiting the Aquarium in 2012. 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. Our 2012 summer advertising campaign won a Gold Crown Award - the highest honor granted by the Digital Screenmedia Association - for the "150 Feet of Awesome" campaign that turned 13 bus shelters in San Francisco into a virtual scuba diving experience. The interactive transit kiosks were part of our "Share the Experience - Share the Love" campaign that also included a virtual floating Aquarium logo in McCovey Cove on TV broadcasts of San Francisco Giants games, sponsorship of the Giants' seventh inning "Kiss Cam," a jellyfish "flash mob" on the streets of San Francisco, as well as billboards, ads in BART stations and trains, and traditional television, radio and online ads. We continued to strengthen our ties to California's growing Hispanic community. Close to 356,000 California Hispanic visitors came to the Aquarium in 2012. We remain top of mind in this demographic, thanks in part to culturally themed weekend promotional events that grant free admission for all children 12 and under, our annual community open house and a culturally relevant advertising campaign. Membership households totaled 63,549 as of December 31, 2012 and membership visits exceeded 400,000 in 2012. In addition to the essential processing and customer service functions, membership services hosts 10 member events each year including a popular Halloween dance party and holiday wine tasting event. Aquarium members also receive Shorelines, the Aquarium's member magazine, which is produced three times annually. Membership services 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 animals 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 13,900 hours every month in 2012, for a total of 167,228 hours.</p> <p>Form 990, Part VI, Section A, Line 2 Executive Director and Vice Chair Julie Packard and Trustee 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's spouse are board members, and Barbara Wright, an officer, is a director and officer.</p> <p>Form 990, Part VI, Section A, line 11A The Form 990 is prepared by Grant Thornton LLP based on audited financial statements and with the assistance of the Aquarium's finance and accounting staff. The final draft of the Form 990 is reviewed by the CFO and the Executive Director. Upon acceptance of the draft by the CFO and Executive Director, the draft Form 990 is reviewed by the Audit Committee of the Board of Trustees in advance of the next Board meeting. Finally the Board receives a copy of the final version of the Form 990 prior to filing.</p> <p>Form 990, Part VI, Section B, Line 12c The Aquarium regularly and consistently monitors and enforces compliance with its conflict of interest 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, V.P. of 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 March 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.</p> <p>Employees Code of Ethical Conduct Policy -- The V.P. of Human Resources forwards the Code, which includes a section</p>

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4d Other Program Services		<p>n 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, V P of 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 2012 the data sources included five survey sources: a custom survey and four national and regional surveys) 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 approve 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.</p>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**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" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) 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" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

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

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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" to 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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

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

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(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** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

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

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

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

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Monterey Bay Aquarium Support Services	q	10,920	

Part VII **Supplemental Information**

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

Identifier	Return Reference	Explanation
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Software ID:
Software Version:
EIN: 94-2487469
Name: Monterey Bay Aquarium Foundation

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Additional Data

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
Julie Packard Exec Director and Vice Chair	28 0 0 0	X		X				245,104	0	33,564
Dr Peter S Bing Chairman	1 0 0 0	X		X				0	0	0
Stephen C Neal Vice Chair	1 0 0 0	X		X				0	0	0
Susan Ford Dorsey Trustee	1 0 0 0	X						0	0	0
Susan Orr Trustee	1 0 0 0	X						0	0	0
James E Canales Trustee	1 0 0 0	X						0	0	0
Margaret Caldwell Trustee	1 0 0 0	X						0	0	0
Mark Wan Trustee	1 0 0 0	X						0	0	0
Pietro Parravano Trustee	1 0 0 0	X						0	0	0
Michael Mantell Trustee	1 0 0 0	X						0	0	0
Caroline Getty Trustee	1 0 0 0	X						0	0	0
Connie Martinez Trustee	1 0 0 0	X						0	0	0
Chris Scholin Trustee	1 0 0 0	X						0	0	0
MRC Greenwood Trustee	1 0 0 0	X						0	0	0
Joan Lane Trustee	1 0 0 0	X						0	0	0
Samanta Campbell Trustee	1 0 0 0	X						0	0	0
William Landreth Trustee	1 0 0 0	X						0	0	0
Juan Govea Trustee	1 0 0 0	X						0	0	0
James Hekkers Managing Director	40 0 1 0			X				260,797	0	42,853
Barbara Wright Secretary	1 0 0 0			X				0	0	0
Edward E Prohaska Chief Financial Officer	40 0 1 0			X				243,963	0	35,086
Cristina Fekeci Chief Development Officer	40 0 0 0				X			195,097	0	50,247
Cynthia Vernon V P Education & Programs	40 0 0 0				X			163,169	0	30,651
Teresa Jeanine Merry V P Human Resources	40 0 0 0				X			151,176	0	44,036
Marian Martha Hahn V P of Marketing	40 0 0 0				X			150,913	0	23,171

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 (list any hours for related organizations below dotted line)	(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			
Don Hughes V P of Exhibitions	40 0 0 0					X		173,412	0	38,375
Randall Hamilton V P of Husbandry	40 0 0 0					X		152,264	0	25,990
Charles Aslanian V P of Facility Operations	40 0 0 0					X		140,697	0	43,430
Jim H Westbrook Director of Finance	40 0 1 0					X		149,827	0	22,834
Tama Raye Bistran Controller & Director of Acctg	40 0 0 0					X		137,321		34,940