

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 private foundations)
 Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
 Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2013
Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

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 Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 886 Cannery Row Suite City or town, state or province, country, and ZIP or foreign postal code Monterey, CA 93940	D Employer identification number 94-2487469 E Telephone number (831) 648-4800 G Gross receipts \$ 137,491,679
F Name and address of principal officer JULIE PACKARD 886 Cannery Row Monterey, CA 93940		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates 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

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)	3		19
4	Number of independent voting members of the governing body (Part VI, line 1b)	4		18
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5		619
6	Total number of volunteers (estimate if necessary)	6		1,231
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a		0
b	Net unrelated business taxable income from Form 990-T, line 34	7b		0
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year		Current Year
	9 Program service revenue (Part VIII, line 2g)	22,938,932		44,782,063
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	38,309,941		39,487,351
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,668,039		22,226
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,335,437		2,266,377
		66,252,349		86,558,017
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	337,062		320,165
	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)	32,385,123		33,184,634
	16a Professional fundraising fees (Part IX, column (A), line 11e)	281,541		239,866
	b Total fundraising expenses (Part IX, column (D), line 25) <u>2,412,766</u>			
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	31,304,306		34,063,210
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	64,308,032		67,807,875
19 Revenue less expenses Subtract line 18 from line 12	1,944,317		18,750,142	
Net Assets or Fund Balances		Beginning of Current Year		End of Year
	20 Total assets (Part X, line 16)	318,596,646		363,472,520
	21 Total liabilities (Part X, line 26)	13,892,082		13,993,803
22 Net assets or fund balances Subtract line 21 from line 20	304,704,564		349,478,717	

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	2014-11-11 Date	
	Edward E Prohaska CFO & VP of Enterprise Dev Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name CHRISTINA BECKWITH	Preparer's signature	Date
	Firm's name GRANT THORNTON LLP	Check <input type="checkbox"/> if self-employed PTIN P00539266	
	Firm's address 101 CALIFORNIA STREET SUITE 2700 SAN FRANCISCO, CA 94111	Firm's EIN 94-2487469 Phone no (818) 648-4800	
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

SEE SCHEDULE O

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 28,304,589 including grants of \$ 41,665) (Revenue \$ 36,548,095)
 Manne Life Exhibition and Care - See Schedule O

4b (Code) (Expenses \$ 10,897,660 including grants of \$ 59,376) (Revenue \$ 2,306,309)
 Education and Outreach - See Schedule O

4c (Code) (Expenses \$ 5,497,275 including grants of \$ 189,173) (Revenue \$)
 Conservation and Science - See Schedule O

(Code) (Expenses \$ 14,268,821 including grants of \$ 29,951) (Revenue \$ 597,538)
 Guest Services - See Schedule O

4d Other program services (Describe in Schedule O)
 (Expenses \$ 14,268,821 including grants of \$ 29,951) (Revenue \$ 597,538)

4e Total program service expenses 58,968,345

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/>	Yes	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> <input checked="" type="checkbox"/>		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>		No
9	Did the organization report an amount in Part X, line 21 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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
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> <input checked="" type="checkbox"/>	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> <input checked="" type="checkbox"/>	Yes	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> <input checked="" type="checkbox"/>		No
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> <input checked="" type="checkbox"/>	Yes	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> <input checked="" type="checkbox"/>	Yes	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> <input checked="" type="checkbox"/>		No
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 or other assistance to any domestic organization or government 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 or 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 25a</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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, 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 or note to any line in this Part V

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

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

Check if Schedule O contains a response or note to any line 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> EDWARD E PROHASKA 886 CANNERY ROW Monterey, CA 93940 (831) 648-4800

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns 1a					
	b Membership dues 1b	10,117,158				
	c Fundraising events 1c	88,780				
	d Related organizations 1d	1,491,438				
	e Government grants (contributions) 1e	438,803				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	32,645,884				
	g Noncash contributions included in lines 1a-1f \$	183,106				
	h Total. Add lines 1a-1f	44,782,063				
Program Service Revenue		Business Code				
	2a ADMISSION FEES	611600	36,548,095	36,548,095		
	b OTHER PROGRAM REVENUE	900099	2,306,309	2,306,309		
	c FOOD SERVICE	722320	632,947	632,947		
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		39,487,351			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,601,950		1,601,950	
	4 Income from investment of tax-exempt bond proceeds		0			
	5 Royalties		13,982	13,982		
	6a Gross rents	(i) Real	3,665,743			
		(ii) Personal		139,000		
		b Less rental expenses	1,472,567			
		c Rental income or (loss)	2,193,176		139,000	
	d Net rental income or (loss)		2,332,176		2,332,176	
	7a Gross amount from sales of assets other than inventory	(i) Securities	47,833,656			
		(ii) Other				
		b Less cost or other basis and sales expenses	49,413,380			
		c Gain or (loss)	-1,579,724			
	d Net gain or (loss)		-1,579,724		-1,579,724	
	8a Gross income from fundraising events (not including \$ 88,780 of contributions reported on line 1c) See Part IV, line 18	a		17,325		
		b Less direct expenses b		47,715		
		c Net income or (loss) from fundraising events		-30,390		-30,390
	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 LICENSING REVENUE		111,642	111,642			
b LOSS ON FIXED ASSET DISPOSAL		-317,101	-317,101			
c MEMBER EVENTS		53,760	53,760			
d All other revenue		102,308	102,308			
e Total. Add lines 11a-11d		-49,391				
12 Total revenue. See Instructions		86,558,017	39,451,942		2,324,012	

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 or note to any line 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	248,310	248,310		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	48,850	48,850		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	23,005	23,005		
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	1,887,124	560,748	1,078,903	247,473
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	23,478,345	20,317,792	2,227,075	933,478
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,861,748	1,611,128	176,599	74,021
9	Other employee benefits	4,082,743	3,244,611	618,555	219,577
10	Payroll taxes	1,874,674	1,575,809	214,786	84,079
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	144,281	90,321	53,678	282
c	Accounting	202,834	195,454	6,346	1,034
d	Lobbying	150,803	150,803		
e	Professional fundraising services. See Part IV, line 17	239,866			239,866
f	Investment management fees	153,586		153,586	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	6,326,454	5,480,259	766,937	79,258
12	Advertising and promotion	5,303,756	5,278,578	20,988	4,190
13	Office expenses	4,796,351	4,132,049	365,681	298,621
14	Information technology	292,216	279,410	8,701	4,105
15	Royalties	0			
16	Occupancy	1,906,884	1,684,652	214,422	7,810
17	Travel	1,851,919	1,628,688	116,332	106,899
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	270,499	200,909	56,150	13,440
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	9,521,563	9,189,325	285,674	46,564
23	Insurance	504,523	486,236	15,724	2,563
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	1,255,081	1,255,081		
b	DONATED GOODS	598,656	582,274	150	16,232
c	MERCHANT FEES	735,717	702,485		33,232
d	PLEDGE RECEIVABLE WRITEOFF	33,199		33,199	
e	All other expenses	14,888	1,568	13,278	42
25	Total functional expenses. Add lines 1 through 24e	67,807,875	58,968,345	6,426,764	2,412,766
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 or note to any line in this Part X

Table with columns for Assets, Liabilities, and Net Assets or Fund Balances. Rows include items like Cash, Investments, Accounts Payable, and Total Assets/Liabilities. Includes sub-rows for depreciation (10a, 10b) and fund balances (27-34).

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	86,558,017
2	Total expenses (must equal Part IX, column (A), line 25)	2	67,807,875
3	Revenue less expenses Subtract line 2 from line 1	3	18,750,142
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	304,704,564
5	Net unrealized gains (losses) on investments	5	26,024,011
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	349,478,717

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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?		No
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		

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			
Stephen C Neal Chairman	10 00	X		X				0	0	0
Julie Packard Exec Director & Vice Chair	280 00	X		X				251,921	0	34,397
Dr Peter S Bing Chairman / Trustee	10 00	X		X				0	0	0
Margaret Caldwell Trustee	10 00	X						0	0	0
Samantha Campbell Trustee	10 00	X						0	0	0
James E Canales Vice Chair	10 00	X		X				0	0	0
Susan Ford Dorsey Trustee	10 00	X						0	0	0
Caroline Getty Trustee	10 00	X						0	0	0
Juan Govea Trustee	10 00	X						0	0	0
MRC Greenwood Trustee	10 00	X						0	0	0
William Landreth Trustee	10 00	X						0	0	0
Joan Lane Trustee	10 00	X						0	0	0
Michael Mantell Trustee	10 00	X						0	0	0
Connie Martinez Trustee	10 00	X						0	0	0
Susan Orr Trustee	10 00	X						0	0	0
Pietro Parravano Trustee	10 00	X						0	0	0
Chris Scholin Trustee	10 00	X						0	0	0
Mark Wan Trustee	10 00	X						0	0	0
Susan Bell Trustee	10 00	X						0	0	0
James Hekkers Managing Director	400 10			X				265,992	0	43,416
Barbara Wright Secretary	10 00			X				0	0	0
Edward E Prohaska CFO & VP Enterprise Dev	400 10			X				250,328	0	35,918
Cristina Fekeci Chief Development Officer	400 00				X			204,098	0	44,034
Cynthia Vernon VP Education & Guest Programs	400 00				X			163,790	0	34,487
Teresa Jeanine Merry VP Human Resources	400 00				X			155,645	0	43,909

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

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.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at**
www.irs.gov/form990.

2013

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 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?

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

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2013. 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—2012. 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—2013. 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—2012. 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	29,244,577	26,601,004	25,494,301	22,938,932	44,782,063	149,060,877
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	35,048,913	33,755,253	35,412,176	38,309,941	39,487,351	182,013,634
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	64,293,490	60,356,257	60,906,477	61,248,873	84,269,414	331,074,511
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	7,010,760	1,266,744	1,252,164	1,187,684	26,611,091	37,328,443
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
c Add lines 7a and 7b	7,010,760	1,266,744	1,252,164	1,187,684	26,611,091	37,328,443
8 Public support (Subtract line 7c from line 6)						293,746,068

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	64,293,490	60,356,257	60,906,477	61,248,873	84,269,414	331,074,511
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,410,388	4,190,912	4,330,416	5,127,121	5,420,675	23,479,512
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	4,410,388	4,190,912	4,330,416	5,127,121	5,420,675	23,479,512
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)	81,975	170,064	766,657	389,050	267,710	1,675,456
13 Total support. (Add lines 9, 10c, 11, and 12)	68,785,853	64,717,233	66,003,550	66,765,044	89,957,799	356,229,479
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 2013 (line 8, column (f) divided by line 13, column (f))	15	82.460 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	87.359 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	6.591 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	6.811 %

- 19a 33 1/3% support tests—2013.** 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—2012.** 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.** 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

Return Reference	Explanation	
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SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2013

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. Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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

Name of the organization
Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

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

1 Provide a description of the organization's direct and indirect political campaign activities 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 For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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)	1,104													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	174,373													
c	Total lobbying expenditures (add lines 1a and 1b)	175,477													
d	Other exempt purpose expenditures	67,632,398													
e	Total exempt purpose expenditures (add lines 1c and 1d)	67,807,875													
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 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) 2010	(b) 2011	(c) 2012	(d) 2013	(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	152,064	230,759	124,902	175,477	683,202
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	11,346	9,736	0	1,104	22,186

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 1j 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).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

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

Return Reference	Explanation

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

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. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

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 Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year, and questions about donor advised funds and grant purposes.

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

Form for Part II Conservation Easements. Includes checkboxes for various purposes (land for public use, natural habitat, open space, historic structure), questions about monitoring, expenses, and reporting requirements.

Table titled 'Held at the End of the Year' with rows 2a, 2b, 2c, and 2d.

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

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting requirements and amounts for revenues and assets.

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	80,879,570	78,277,759	77,434,508	75,328,843	74,637,452
b Contributions	29,748,776	1,251,775	1,786,573	1,018,399	165,475
c Net investment earnings, gains, and losses	3,104,637	1,962,898	-467,240	1,550,640	902,723
d Grants or scholarships					
e Other expenditures for facilities and programs	683,129	612,862	476,082	463,374	376,807
f Administrative expenses					
g End of year balance	113,049,854	80,879,570	78,277,759	77,434,508	75,328,843

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

- a** Board designated or quasi-endowment 81 800 %
 - b** Permanent endowment 14 000 %
 - c** Temporarily restricted endowment 4 200 %
- 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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		10,185,558		10,185,558
b Buildings		153,958,543	67,293,889	86,664,654
c Leasehold improvements		1,226,178	1,226,178	
d Equipment		28,577,043	21,460,548	7,116,495
e Other		63,108,589	31,290,295	31,818,294
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				135,785,001

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

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

Return Reference	Explanation
Schedule D, Part V, Line 4	Intended Use of Endowment Funds The earnings of the Aquarium's endowment funds support education and conservation programs and the mission of the Aquarium
Schedule D, Part X, Line 2	FIN 48 (ASC 740) Footnote 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, 2010 through December 31, 2013 for federal purposes and the years ended December 31, 2009 through December 31, 2013 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, 2013 and 2012, nor are any material changes anticipated over the twelve months following December 31, 2013

SCHEDULE F (Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2013

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.

Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

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 its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [] No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

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

Table with 6 columns: (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) 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. Includes sub-totals and a total of 221,689.

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			North America	Manta Research	23,005	Wire			
(2)									
(3)									
(4)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ 1

3 Enter total number of other organizations or entities ▶

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

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

Part IV Foreign Forms

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

Part V Supplemental Information

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

990 Schedule F, Supplemental Information

Return Reference	Explanation
Schedule F, Part I, Line 2	Procedures for Monitoring Use of Grant Funds Outside the United States 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

Additional Data

Software ID:

Software Version:

EIN: 94-2487469

Name: Monterey Bay Aquarium Foundation

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service (s) in region	(f) Total expenditures for region
East Asia and the Pacific			Program Services	Int'l Symposiums	94,809
Europe (Including Iceland and Greenland)			Program Services	Sustainable Seafood	53,841
North America			Program Services	Animal collecting	32,999

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service (s) in region	(f) Total expenditures for region
North America			Program Services	Graphic Design Review	3,708
North America			Program Services	Int'l Symposiums	3,255
North America			Program Services	Sustainable Seafood	8,883

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service (s) in region	(f) Total expenditures for region
North America			Program Services	Tuna Research	961
North America			Grantmaking		23,005
Central America and the Caribbean			Program Services	Int'l Symposium	228

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2013

Open to Public Inspection

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

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

Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization Monterey Bay Aquarium Foundation

Employer identification number 94-2487469

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply. a Mail solicitations, b Internet and 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... 2b 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. Includes entries for Charles Feldstein Co and SDA Teleservices.

3 List all states in which the organization is registered or licensed to solicit contributions 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>0</u> (total number)	(add col (a) through col (c))
Revenue	1 Gross receipts	106,105			106,105
	2 Less Contributions	88,780			88,780
	3 Gross income (line 1 minus line 2)	17,325			17,325
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	5,000			5,000
	7 Food and beverages	10,981			10,981
	8 Entertainment	1,750			1,750
	9 Other direct expenses	29,984			29,984
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(47,715)
11 Net income summary Subtract line 10 from line 3, column (d) ▶				-30,390	

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 Subtract line 7 from line 1, 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. 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).

Return Reference	Explanation
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Schedule I (Form 990)

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

OMB No 1545-0047

2013

Open to Public Inspection

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

Attach to Form 990

Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

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. Contains 8 rows of data.

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

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 Field Research	1	25,000			
(2) Individual Scholarships	26	23,850			

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
Schedule I, Part I, Line 2	Procedures for Monitoring the Use of Grant Funds in the United States The Aquarium requires potential grant recipients to submit formal applications which are reviewed by the program manager and Director of Finance for consistence 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

Additional Data

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	77,150				Hawaii Field and Collecting Research

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
Hopkins Marine Station 120 Oceanview Blvd Pacific Grove, CA 93950	94-1156365	501(c)(3)	54,515				White Shark Migratory Research

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
CSU Long Beach 6300 E State Univ Dr 332 Long Beach, CA 90815	65-6106694	115	21,008				White Shark Field Research

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
Monterey Bay Aquarium Research Institute 7700 Sanholdt Road Moss Landing, CA 95039	77-0150580	501(c)(3)	16,060				Cephalopod Research

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 California Santa Cruz 1156 High Street Santa Cruz, CA 95064	94-1539563	115	12,000				Moubild Ray Research

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
Chef's Collaborative 89 South St Lower Level Boston, MA 02111	04-3337348	501(c)(3)	9,000				Sponsorship of Chef's Collaboration Summit

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
The James Beard Foundation 167 W 12th Street New York City, NY 10011	13-2752108	501(c)(3)	7,500				Sustainable Seafood Event

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
Leaddog Deportes LLC 159 W 25th St 2nd Floor NYC, NY 10001	46-1590078		5,700				Bay Area Soccer Tournament Sponsorship

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

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, line 23.**

▶ **Attach to Form 990. ▶ See separate instructions.**

▶ **Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**

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 idemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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 directors, trustees, officers, including 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

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

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).

Additional Data

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 Exec Director & Vice Chair	(i) (ii)	249,919 0	401 0	1,601 0	25,187 0	9,210 0	286,318 0	0 0
James Hekkers Managing Director	(i) (ii)	256,901 0	801 0	8,290 0	25,500 0	17,916 0	309,408 0	0 0
Edward E Prohaska CFO & VP Enterprise Dev	(i) (ii)	248,071 0	801 0	1,456 0	25,157 0	10,761 0	286,246 0	0 0
Cristina Fekeci Chief Development Officer	(i) (ii)	202,477 0	790 0	831 0	21,078 0	22,956 0	248,132 0	0 0
Cynthia Vernon VP Education & Guest Programs	(i) (ii)	162,387 0	790 0	613 0	16,862 0	17,625 0	198,277 0	0 0
Teresa Jeanine Merry VP Human Resources	(i) (ii)	153,979 0	790 0	876 0	16,492 0	27,417 0	199,554 0	0 0
Marian Martha Hahn VP of Marketing	(i) (ii)	155,135 0	790 0	191 0	15,616 0	8,731 0	180,463 0	0 0
Randall Hamilton VP of Husbandry	(i) (ii)	154,022 0	790 0	546 0	15,554 0	12,597 0	183,509 0	0 0
Don Hughes VP of Exhibitions	(i) (ii)	180,102 0	790 0	957 0	18,764 0	18,083 0	218,696 0	0 0
Jim H Westbrook Director of Finance	(i) (ii)	153,631 0	790 0	289 0	15,478 0	7,869 0	178,057 0	0 0
Charlie Aslanian VP of Facility Operations	(i) (ii)	143,128 0	790 0	535 0	15,347 0	26,037 0	185,837 0	0 0
Tama Raye Bistran Controller & Dir of Accounting	(i) (ii)	142,453 0	1,681 0	173 0	14,594 0	19,196 0	178,097 0	0 0
Mary Mullen VP Gift Planning & Donor Srvc	(i) (ii)	139,953 0	790 0	631 0	14,346 0	10,002 0	165,722 0	0 0

SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2013

Open to Public Inspection

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

Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

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, Securities, Real estate, etc.

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: Yes, No

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 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 2 columns: 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 2 columns: Yes, No

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

Table with 2 columns: 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 2 columns: Yes, No

Part III Supplemental Information. 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.

Return Reference	Explanation
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Schedule M (Form 990) (2013)

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.

**▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**

2013

**Open to Public
Inspection**

Name of the organization
Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

**Return
Reference**

Explanation

Form 990, Part I,
Line 1 and Form
990, Part III, Line 1

The mission of the Monterey Bay Aquarium is to inspire conservation of the oceans. In 2013 we welcomed nearly 2 million visitors - our fourth highest attendance ever - as we opened a remodeled sea otter exhibit and a new restaurant and cafe. We contributed in more ways than ever to shaping a future with healthy oceans through innovative exhibits, expanded education programs, new discoveries in ocean conservation science and a bold new plan to accelerate the impact of our market-based seafood initiatives and ocean conservation work.

Return Reference	Explanation
Form 990, Part III, Line 4a - Marine Life Exhibition and Care	<p>Marine life exhibition and care costs of \$28,304,589 include the cost of operating and maintaining the Aquarium's living exhibit galleries. Great exhibits begin with incredible animals. We reopened the popular Sea Otter exhibit in April after an extensive remodel that began in fall 2012. Our five resident sea otters - Kit, Ivy, Abby, Rosa and Gidget - came to us as rescued animals and are no longer able to survive in the wild. They serve two important roles - as engaging ambassadors for their wild counterparts and as working moms and companions who play key roles in sea otter recovery efforts. New interactive videos at the remodeled exhibit show how these surrogate moms and Aquarium sea otter staff care for stranded otter pups and injured adults behind the scenes. The addition of touchable bronze models helps illustrate the varied diet of southern sea otters, while the updated "Sea Otter Family Album" offers photographs and short biographies of all five members of our resident sea otter family. New high-definition video monitors offer more viewing opportunities during sea otter feeding and training sessions. Interpreters help visitors spot wild otters in Monterey Bay off the Aquarium's back deck at a new Otter Spotter station, using binoculars, telescopes and a radio tracking device to find and observe the sea otters being monitored by the our field research team. We welcomed a new member into our penguin flock in August with the hatching of Maq, an African blackfooted penguin chick. She is the fourth chick to hatch in our penguin colony in Splash Zone, all members of the colony are part of a species survival plan for recovery of this threatened species coordinated by the Association of Zoos and Aquariums. Our Husbandry team used its expertise and imagination to bring to life our next special exhibition, in preparation for an April 2014 opening of Tentacles: The Astounding Lives of Octopuses, Squid and Cuttlefishes. In 2013 the team succeeded in breeding and raising the flamboyant cuttlefish and bigfin reef squid in preparation for Tentacles, which offers the largest collection of cephalopods anywhere in the world. Our team even used everyday objects, like soda bottles as egg bubblers, to help raise generations of these delicate and dramatic animals.</p>

Return Reference	Explanation	
Form 990, Part III, Line 4b - Education and Outreach		<p>Education and Outreach costs of \$10,897,660 include the cost of education programs for both teachers and students, Aquarium Adventures programs to deepen guest experiences, and the Cooking for Solutions event that promotes sustainable seafood practices. With a long-term goal to create a generation of young adults who are inspired, ocean-literate and ready to act on the ocean's behalf, our programs for young people continued to grow, and show tangible results. We continue to deepen our investment in young people through programs like our long-term partnership with high schools in the diverse community of Pajaro Valley. Teens there graduate with a strong science background, environmental values and self-confidence that will shape their, and our, future. In September we received \$150,000 for our Teen Conservation Leaders program from the federal Institute for Museum and Library Services, which we matched with \$235,000 donated to our Children's Education Fund. Through the program, 150 teens a year get hands-on service opportunities as they learn science content and practice leadership skills. Our Watsonville Area Teens Conserving Habitats program earned significant achievement honors from the Association of Zoos and Aquariums for its contributions to building audience diversity. The program serves high school students in the predominantly Hispanic farmworker communities of the Pajaro Valley - building their connection to science and conservation, and putting many on a path to college. We offer scholarships to those students who graduate, further encouraging them to pursue college studies. Our programs for educators extend our reach even further, giving teachers new tools to bring ecosystem-based science into their classrooms. In addition to weekend workshops and summer institutes, we again hosted our Ocean Plastic Pollution Summit - engaging teachers and students in learning and outreach activities about this significant threat to ocean health. Our long-term support for middle school science teachers is paying big dividends. As teachers gain skills through our Project Based Science Institute, they tell us they have new confidence and excitement as they work with students in their classrooms. That's because we make them comfortable with new technology, and connect them with experts and other teachers from whom they can draw ideas and inspiration. Looking ahead, we crafted an ambitious long-term vision for our education programs that will dramatically increase the impact we have on the over 80,000 students we host for free school group visits each year. This vision includes expanding our services for teachers, with the goal to energize and equip California educators to successfully meet today's science education needs. Throughout 2013 we reached thousands of visitors through customized Aquarium Adventures programs, ranging from behind-the-scenes tours - including a new tour about jellies - and overnight sleepovers to educational scuba adventures. These programs provide enriching experiences for visitors as well as cherished memories. In July we launched our first iPhone app to help visitors plan their day and share it with family and friends. Its postcard feature lets users create e-post cards with custom messages they write or with whimsical, pre-written captions for social sharing. The app includes a library of beautiful professional images for the e-postcards. Guests can also create the postcards from images they shoot during their visit. Our active and responsive presence on social media platforms allows visitors to remain connected with us, and us with them, once they leave the aquarium. Our followers once again more than tripled in number in 2013, and we ended the year with 1,848,299 followers across all social media platforms and properties, especially Facebook, Twitter, Tumblr, Google+ and YouTube, 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 12th Cooking for Solutions event, which brings together celebrity chefs to prepare gourmet dishes using sustainable seafood and organic ingredients, paired with organic and sustainable wines. Renowned chefs from North America, the United Kingdom and Latin America who participated include Carla Hall, Lorena Garcia, Art Smith, Chris Cosentino, Richard Blais, Cindy Pawlcyn and Educator of the Year Hugh Fernley-Whittingstall. Reaching nearly 17,500 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 2013 Sustainable Foods Institute featured over 30 high-level speakers and panelists, including Brad Warren of the Global Ocean Health Pro</p>

Return Reference	Explanation	
	Form 990, Part III, Line 4b - Education and Outreach	gram, Dr Marion Nestle of New York University, Craig Hope of Earthbound Farm, Dr Scott Nichols of Verlasso and Dr Mitch Tuinstra of Perdue University The Institute attracted over 50 participating journalists from both print and broadcast media, including representatives from the The Daily Meal, Capital Public Radio, Organic Gardening, Consumer Reports, Grist.org, KQED, Martha Stewart Living, Los Angeles Times, Food Network, Washington Post, Eating Well Fortune TIME International, USA Today and Sunset The influential journalists who participate bring a greater awareness about issues relating to sustainable seafood and agriculture to their readers

Return Reference	Explanation	
	Form 990, Part III, Line 4c - Conservation and Science	<p>Conservation and Science costs of \$5,497,275 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 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 2013, we clearly saw the results of improvements in U.S. fisheries management enacted in recent years. Today, Seafood Watch rates 95 percent of U.S. fisheries we assess as a "Best Choice" or "Good Alternative" - meaning more good options for seafood lovers. For the first time in June, Seafood Watch rated a number of independent eco-certification standards for wild and farmed seafood as equivalent to at least its own yellow rankings, and recommended that consumers, chefs and businesses treat seafood assessed under those standards as carrying a Seafood Watch "buy" recommendation. Eleven eco-certification standards - some species-group specific, others that apply to a broad suite of seafood - were found to be equivalent in their sustainability criteria to the standards used by Seafood Watch in its own respected science reports. Seafood Watch continues to be a leading example of successful markets-based approaches to achieve positive environmental change. Today, more than 100,000 business locations in North America rely on Seafood Watch science to inform their purchasing practices. With our collaborators, we're driving global business change in how seafood is farmed and fished. One major new direction in 2013. Our partnership with Mars Petcare U.S., which now purchases ocean-friendly seafood for its SHEBA Entres for Cats. In December, our Seafood Watch team convened 20 culinary leaders from across the country to discuss how to best inspire consumers and businesses to make ocean-friendly seafood choices. The chefs are carrying the message to customers and peers nationwide. Our conservation and science work with ocean wildlife is at the heart of all that we do. In 2013 we welcomed new leadership for our conservation and science programs, and saw continued success for our policy initiatives. In particular, legislation we sponsored to end the shark fin trade in California went fully into effect in July 2013, and is being replicated across the country. The status of key marine species - sea otters, white sharks and Pacific bluefin tuna - reflects the underlying health of ocean ecosystems. Similarly, the status of endangered shorebirds like snowy plovers reflects how people interact with critical coastal habitats. We and our colleagues both rescue and study wildlife to help threatened populations recover and to advance scientific understanding of species so important to the future of our ocean planet. We and our university colleagues tagged an additional 25 great white sharks in California waters in 2013. Tag data deepens our understanding of white shark migration patterns in order to help wildlife managers better design conservation strategies to address the threats these highly migratory fishes face. In November we hosted more than 200 experts from 24 countries to share information and research on the conservation and care of sharks, skates and rays at the 2nd International Elasmobranch Husbandry Symposium. With research colleagues, we launched a three-year study of sea otters in the wetlands of Elkhorn Slough. Our goal is to understand how otters are faring in an estuary habitat and the impact they're having on the ecosystem. We hope the project will help with sea otter recovery as they re-colonize other estuaries - including San Francisco Bay. Our Sea Otter Research and Conservation program earned a Significant Achievement Award for its ongoing efforts from the Association of Zoos and Aquariums. In 2013 the program admitted 55 animals, including two transferred from other institutions. About 25 percent were pups, including three reared by surrogate mothers (and exhibit animals) and one old enough to be reared as a companion with other pairs of surrogates and pups. One pup was reared with a first-time surrogate mother (Gidget) inside the Sea Otter exhibit, and eventually transferred to Oregon Coast Aquarium. At the end of 2013, the program's total number of pups born to surrogate-reared females in the wild was approximately 19 to 26 - from two to eight more than 2012's total. (It's increasingly challenging to track the most productive surrogate-raised females in the wild and if they had pups, as some no longer have flipper tag</p>

Return Reference	Explanation	
	Form 990, Part III, Line 4c - Conservation and Science	<p>s or functioning transmitters) The life of one sea otter pup captured hearts nationwide in 2013 "Saving Otter 501" documents the culmination of our nearly 30-years of pioneering research and caring efforts for sea otters through the journey of a three-day-old pup stranded on the beach off Cayucos, California The show follows her upbringing as she learns to dive, hunt and eat, and finally her return to the ocean Nearly 1.4 million viewers tuned into the national debut broadcast on PBS "Nature " One viewer was so inspired that he included a generous gift in his estate plan to the Aquarium to support our work to save this threatened species Our work with stranded sea otter pups is also the focal point of a 15-minute auditorium program that debuted in 2013 "Luna: A Sea Otter's Story" follows a sea otter's journey from rescue to release With Pacific bluefin tuna populations down by 96 percent from historic levels, we're stepping up our efforts to understand the migrations and recruitment of bluefin tuna across the Pacific In 2013, we expanded our work across the ocean and collaborated with the Japanese government to tag and release nearly 2,000 juvenile bluefin off Japan Snowy plovers, tiny migratory shorebirds, face a myriad of threats in the wild That's why we work to save these threatened dune-dwelling birds In 2013 we rescued, raised and released 15 plovers back into the wild - a total of 100 birds since the program's inception in 2000 The young loggerhead sea turtle that made a name for itself before arriving in Monterey in December 2012 was released back into the Atlantic Ocean in December 2013 The turtle was rescued by the North Carolina Aquarium at Pine Knoll Shores, which released the turtle after its return - and sent us a new "Traveling Turtle" that we put on exhibit in our Open Sea galleries It too will be flown back east for release to the wild</p>

Return Reference	Explanation
Form 990, Part III, Line 4d - Other Program Services	<p>Other program services of \$14,268,821 represent the costs of activities to provide a high-quality experience for the nearly 2 million people who visited the Aquarium in 2013. 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.) In April 2013 we opened Cindy's Waterfront, our new restaurant with award-winning culinary partner, Chef Cindy Pawlcyn, who also transformed the menu and look of our self-serve cafe. The beautifully redesigned spaces offer great dining and spectacular ocean views. Aquarium visitors can enjoy Pawlcyn's inspired seasonal dishes and farm-to-table cuisine, and seafood dishes meet the Aquarium's Seafood Watch guidelines. We expanded our Free to Learn and Shelf to Shore programs, making it easier for special needs communities and people from low-income households to visit the Aquarium at no cost. Including these programs and free admission provided to visiting school groups, nearly 240,000 visitors attended the Aquarium free of charge in 2013. As California's demographics change, we continue to attract and inspire visitors who reflect the changing face of the state. In 2013, 25 percent of all our Aquarium visitors were Hispanic—a 70 percent increase since 2009. More important than the numbers, Hispanic visitors tell us that they come away "strongly inspired" by their experience to help conserve the oceans. Membership households totaled 66,449 as of December 31, 2013 and membership visits exceeded 450,000 in 2013. In addition to the essential processing and customer service functions, membership services hosts 10 member events each year including sleepovers, a Halloween dance party and holiday wine tasting event. Aquarium members also receive Shorelines, the Aquarium's member magazine. Membership services include other efforts to serve, retain and communicate with members about our conservation mission. Our overall outreach wouldn't have the impact it does without the dedication of our many volunteers who help connect with visitors, clean exhibits, feed animals and make countless other connections that further our mission in compelling and very personal ways. We renamed our Volunteer Resources department to Volunteer Engagement to reflect the highly interactive duties of this dedicated group. More than 1,231 individuals volunteered at the Aquarium in 2013. Collectively, they served more than 13,900 hours every month, for a total of over 167,000 hours for the year.</p>

Return Reference	Explanation
Form 990, Part VI, Section A, Line 2	Trustees Julie Packard and Susan Orr are sisters. Christopher Scholin, a Trustee, is the CEO of Monterey Bay Aquarium Research Institute ("MBARI"), of which Julie Packard and Susan Orr are Board members.

Return Reference	Explanation
Form 990, Part VI, Section B, Line 11b	The Form 990 is prepared by Grant Thornton LLP based on audited financial statements and with the assistance of the Aquarium's finance and accounting staff. The final draft of the Form 990 is reviewed by the CFO. Upon acceptance of the draft by the CFO, the Form 990 is delivered to the Board of Trustees in advance of their next meeting and prior to filing.

Return Reference	Explanation
Form 990, Part VI, Section B, Line 12c	<p>The Aquarium regularly and consistently monitors and enforces compliance with its conflict of interest policies. Trustees and Officers Conflict of Interest ("COI") 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 - 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 ("Code") -- The V P Human Resources forwards the Code, which includes a section on conflicts of interest, to all managers in early January each year, and assures that each manager respond 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 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.</p>

Return Reference	Explanation
Form 990, Part VI, Section B, Lines 15a and 15b	<p>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 2013 this was five national and regional firms, including one custom survey) containing data for comparable positions at comparable organizations. The Committee provides the performance review and comparable salary information to the Board and recommends the CEO's compensation. Based upon the performance review and comparable salary information, the independent members of the Board determine that the compensation is fair, just and reasonable and then approves total compensation for the CEO. The Board delegates to the Executive Compensation Committee the performance review and compensation approval of the CFO, 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 Officers and highly compensated senior staff. In each case, the review and approval is contemporaneously documented in the minutes of the Committee and the Board, respectively.</p>

Return Reference	Explanation
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.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public Inspection

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization
Monterey Bay Aquarium Foundation

Employer identification number

94-2487469

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

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

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

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on 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	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n	Yes	
1o		No
1p		No
1q	Yes	
1r		No
1s		No

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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Monterey Bay Aquanum Support Services	c	1,491,438	
(2) Monterey Bay Aquanum Support Services	q	10,557	

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference**Explanation**