

Form **990**

# Return of Organization Exempt From Income Tax

OMB No. 1545-0047

## 2014

Open to Public Inspection

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.
- ▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

**A** For the 2014 calendar year, or tax year beginning , 2014, and ending , 20

<b>B</b> Check if applicable:	<input type="checkbox"/> Address change	<b>C</b> Name of organization MONTEREY BAY AQUARIUM FOUNDATION		<b>D</b> Employer identification number 94-2487469
	<input type="checkbox"/> Name change	Doing Business As		<b>E</b> Telephone number (831) 648-4800
	<input type="checkbox"/> Initial return	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ 122,563,434.
	<input type="checkbox"/> Terminated	886 CANNERY ROW		
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code MONTEREY, CA 93940		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<input type="checkbox"/> Application pending	<b>F</b> Name and address of principal officer: JULIE PACKARD 886 CANNERY ROW MONTEREY, CA 93940		<b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>J</b> Website: ▶ WWW.MONTEREYBAYAQUARIUM.ORG		<b>H(c)</b> Group exemption number ▶
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: 1978	<b>M</b> State of legal domicile: CA

### Part I Summary

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <u>THE MISSION OF THE MONTEREY BAY AQUARIUM IS TO INSPIRE CONSERVATION OF THE OCEANS. SEE SCHEDULE O FOR FURTHER DETAIL.</u>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	17	
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	16	
	<b>5</b> Total number of individuals employed in calendar year 2014 (Part V, line 2a)	622	
	<b>6</b> Total number of volunteers (estimate if necessary)	1,260	
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	209,407	
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	0		
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year: 44,782,063	Current Year: 47,916,874
	<b>9</b> Program service revenue (Part VIII, line 2g)	39,487,351	43,451,445
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	22,226	6,328,775
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,266,377	3,130,547
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	86,558,017	100,827,641
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	320,165	482,176
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	33,184,634	36,709,765
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	239,866	291,455
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,208,006		
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	34,063,210	39,064,757	
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	67,807,875	76,548,153	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	18,750,142	24,279,488	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year: 363,472,520	End of Year: 391,700,610
	<b>21</b> Total liabilities (Part X, line 26)	13,993,803	15,592,256
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	349,478,717	376,108,354

### Part II Signature Block

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

<b>Sign Here</b>	<i>E. Prohaska</i> Signature of officer	11-13-15 Date
	Edward F. Prohaska, CFO Type or print name and title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name ROSEMARIE BROWN	Preparer's signature Digitally signed by Rosemarie Brown Date: 2015.11.11 15:46:49-0800	Date	Check <input type="checkbox"/> if self-employed	PTIN P01279077
	Firm's name ▶ GRANT THORNTON LLP	Firm's EIN ▶ 36-6055558		Phone no. 415-986-3900	
	Firm's address ▶ 101 CALIFORNIA STREET, SUITE 1700 SAN FRANCISCO, CA 94111				

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2014)

Part III Statement of Program Service Accomplishments

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

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 [X] 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 [X] 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 \$ 31,776,381. including grants of \$ 106,357. ) (Revenue \$ 39,907,685. )

MARINE LIFE EXHIBITION AND CARE - SEE SCHEDULE O

4b (Code: ) (Expenses \$ 11,690,608. including grants of \$ 120,692. ) (Revenue \$ 2,636,353. )

EDUCATION AND OUTREACH - SEE SCHEDULE O

4c (Code: ) (Expenses \$ 6,315,215. including grants of \$ 211,647. ) (Revenue \$ )

CONSERVATION AND RESEARCH - SEE SCHEDULE O

4d Other program services (Describe in Schedule O.) ATTACHMENT 1 - SEE SCHEDULE O

(Expenses \$ 16,288,120. including grants of \$ 43,480. ) (Revenue \$ 907,407. )

4e Total program service expenses 66,070,324.

**Part IV Checklist of Required Schedules**

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No columns. Includes entries for Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4966, Form 720, and Form 702.

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

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (17), 1b (16), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[X] Own website [ ] Another's website [X] Upon request [ ] 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, address, and telephone number of the person who possesses the organization's books and records:▶

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1)STEPHEN NEAL CHAIRMAN	1.00 0	X		X				0	0	0
(2)JULIE PACKARD EXEC. DIRECTOR & VICE CHAIR	28.00 0	X		X			262,050.	0	36,911.	
(3)DR. PETER S. BING CHAIRMAN EMERITUS	1.00 0	X					0	0	0	0
(4)SUSAN BELL TRUSTEE	1.00 0	X					0	0	0	0
(5)MARGARET CALDWELL TRUSTEE	1.00 0	X					0	0	0	0
(6)SAMANTHA CAMPBELL TRUSTEE	1.00 0	X					0	0	0	0
(7)JAMES E. CANALES VICE CHAIR THROUGH FEB 2014	1.00 0	X		X			0	0	0	0
(8)SUSAN FORD-DORSEY TRUSTEE THROUGH JUNE 2014	1.00 0	X					0	0	0	0
(9)CAROLINE GETTY TRUSTEE	1.00 0	X					0	0	0	0
(10)JUAN GOVEA TRUSTEE	1.00 0	X					0	0	0	0
(11)MRC GREENWOOD TRUSTEE	1.00 0	X					0	0	0	0
(12)WILLIAM LANDRETH TRUSTEE	1.00 0	X					0	0	0	0
(13)JOAN LANE TRUSTEE	1.00 0	X					0	0	0	0
(14)MICHAEL MANTELL TRUSTEE	1.00 0	X					0	0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 15) CONNIE MARTINEZ ----- TRUSTEE	1.00 ----- 0	X					0	0	0	
( 16) SUSAN ORR ----- TRUSTEE	1.00 ----- 0	X					0	0	0	
( 17) PIETRO PARRAVANO ----- TRUSTEE	1.00 ----- 0	X					0	0	0	
( 18) CHRIS SCHOLIN ----- TRUSTEE	1.00 ----- 0	X					0	0	0	
( 19) MARK WAN ----- TRUSTEE	1.00 ----- 0	X					0	0	0	
( 20) BARBARA WRIGHT ----- SECRETARY	1.00 ----- 0			X			0	0	0	
( 21) JAMES HEKKERS ----- MANAGING DIRECTOR	40.00 ----- 1.00			X			277,585.	0	47,149.	
( 22) EDWARD E. PROHASKA ----- CFO/VP ENTERPRISE DEVELOPMENT	40.00 ----- 1.00			X			256,984.	0	38,773.	
( 23) CRISTINA FEKECI ----- CHIEF DEVELOPMENT OFFICER	40.00 ----- 0				X		221,401.	0	44,464.	
( 24) MARGARET SPRING ----- VP CONSERVATION & SCIENCE	40.00 ----- 0				X		176,950.	0	37,162.	
( 25) MARIAN MARTHA HAHN ----- VP OF MARKETING	40.00 ----- 0				X		170,983.	0	27,599.	
<b>1b Sub-total</b> . . . . .							262,050.	0	36,911.	
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .							2,556,282.	0	508,747.	
<b>d Total (add lines 1b and 1c)</b> . . . . .							2,818,332.	0	545,658.	

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 43

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2 - SEE SCHEDULE O		

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 52



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 26) CYNTHIA VERNON VP EDUCATION & GUEST PROGRAMS	40.00 0				X			169,561.	0	39,043.
( 27) TERESA JEANINE MERRY VP HUMAN RESOURCES	40.00 0				X			164,084.	0	49,875.
( 28) RANDALL HAMILTON VP OF HUSBANDRY	40.00 0				X			160,640.	0	31,179.
( 29) CHARLES ASLANIAN VP OF FACILITIES OPERATIONS	40.00 0				X			152,599.	0	43,352.
( 30) DON HUGHES VP OF EXHIBITIONS	40.00 0					X		197,578.	0	41,777.
( 31) JIM H WESTBROOK DIRECTOR OF FINANCE	40.00 1.00					X		159,667.	0	25,001.
( 32) JUSTIN MICHAEL SKINNER VP OF INFORMATION TECHNOLOGY	40.00 0					X		155,337.	0	11,907.
( 33) TAMA RAYE BISTRIAN CONTROLLER & DIR OF ACCOUNTING	40.00 0					X		148,971.	0	35,804.
( 34) DIANE SENA MANAGER OF HERITAGE HARBOR	40.00 0					X		143,942.	0	35,662.
<b>1b Sub-total</b> .....										
<b>c Total from continuation sheets to Part VII, Section A</b> .....										
<b>d Total (add lines 1b and 1c)</b> .....										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 43

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

**Section B. Independent Contractors**

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

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

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

**Part VIII Statement of Revenue**

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>						
	<b>b</b> Membership dues . . . . .	<b>1b</b>	11,347,871.					
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	565,891.					
	<b>d</b> Related organizations . . . . .	<b>1d</b>	834,313.					
	<b>e</b> Government grants (contributions), . . . . .	<b>1e</b>	388,368.					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1f</b>	34,780,431.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ . . . . .		391,699.					
	<b>h Total.</b> Add lines 1a-1f . . . . . ▶			47,916,874.				
	<b>Program Service Revenue</b>	<b>Business Code</b>						
<b>2a</b> <u>ADMISSION FEES</u>			611600	39,907,685.	39,907,685.			
<b>b</b> <u>OTHER PROGRAM REVENUE</u>			900099	2,636,353.	2,636,353.			
<b>c</b> <u>FOOD SERVICE</u>			722320	907,407.	907,407.			
<b>d</b> _____								
<b>e</b> _____								
<b>f</b> All other program service revenue . . . . .								
<b>g Total.</b> Add lines 2a-2f . . . . . ▶				43,451,445.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts). . . . . ▶			2,213,071.		209,407.	2,003,664.	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . . ▶			0				
	<b>5</b> Royalties . . . . . ▶			8,685.	8,685.			
	<b>6a</b> Gross rents . . . . .	(i) Real	4,032,945.	145,000.				
		(ii) Personal						
		<b>b</b> Less: rental expenses . . . . .		1,628,014.				
		<b>c</b> Rental income or (loss) . . . . .		2,404,931.	145,000.			
	<b>d</b> Net rental income or (loss) . . . . . ▶				2,549,931.		2,549,931.	
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	24,074,599.					
		(ii) Other						
		<b>b</b> Less: cost or other basis and sales expenses . . . . .		19,958,895.				
		<b>c</b> Gain or (loss) . . . . .		4,115,704.				
	<b>d</b> Net gain or (loss) . . . . . ▶				4,115,704.		4,115,704.	
	<b>8a</b> Gross income from fundraising events (not including \$ <u>565,891.</u> of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>		85,800.				
		<b>b</b> Less: direct expenses . . . . .	<b>b</b>	148,884.				
<b>c</b> Net income or (loss) from fundraising events . . . . . ▶					-63,084.		-63,084.	
<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>							
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>						
	<b>c</b> Net income or (loss) from gaming activities . . . . . ▶				0			
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>							
	<b>b</b> Less: cost of goods sold . . . . .	<b>b</b>						
	<b>c</b> Net income or (loss) from sales of inventory . . . . . ▶				0			
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b> <u>LICENSING REVENUE</u>		900099	274,684.	274,684.				
<b>b</b> <u>LOSS ON FIXED ASSET DISPOSAL</u>		900099	-73,512.			-73,512.		
<b>c</b> <u>MEMBER EVENTS</u>		900099	31,775.	31,775.				
<b>d</b> All other revenue . . . . .		900099	402,068.	402,068.				
<b>e Total.</b> Add lines 11a-11d . . . . . ▶			635,015.					
<b>12 Total revenue.</b> See instructions . . . . . ▶			100,827,641.	44,168,657.	209,407.	8,532,703.		

**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

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 . . . .	410,540.	410,540.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22 . . . . .	48,417.	48,417.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 . . . . .	23,219.	23,219.		
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	2,408,344.	1,009,068.	1,133,411.	265,865.
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 . . . . .	25,222,530.	21,653,779.	2,534,716.	1,034,035.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,025,753.	1,739,160.	203,552.	83,041.
9 Other employee benefits . . . . .	5,049,902.	4,008,210.	770,661.	271,031.
10 Payroll taxes . . . . .	2,003,236.	1,674,506.	237,554.	91,176.
11 Fees for services (non-employees):				
a Management . . . . .	30,848.	30,848.		
b Legal . . . . .	120,988.	76,247.	31,771.	12,970.
c Accounting . . . . .	213,011.	202,898.	9,023.	1,090.
d Lobbying . . . . .	95,021.	93,521.	1,500.	
e Professional fundraising services. See Part IV, line 17.	291,455.			291,455.
f Investment management fees . . . . .	165,270.		165,270.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . . . . .	7,456,694.	6,690,231.	619,109.	147,354.
12 Advertising and promotion . . . . .	6,851,017.	6,837,512.	6,203.	7,302.
13 Office expenses . . . . .	5,379,488.	4,180,120.	497,750.	701,618.
14 Information technology . . . . .	460,539.	437,364.	21,096.	2,079.
15 Royalties . . . . .	0			
16 Occupancy . . . . .	2,125,020.	1,869,268.	243,561.	12,191.
17 Travel . . . . .	2,058,164.	1,735,015.	136,670.	186,479.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings . . . . .	260,705.	216,318.	35,738.	8,649.
20 Interest . . . . .	0			
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	10,211,058.	9,729,038.	430,044.	51,976.
23 Insurance . . . . .	458,948.	436,627.	20,204.	2,117.
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 <u>MARINE LIFE ACQ./CARE</u> . . . . .	1,346,726.	1,346,726.		
b <u>DONATED GOODS</u> . . . . .	860,756.	860,356.		400.
c <u>MERCHANT FEES</u> . . . . .	797,181.	760,003.		37,178.
d <u>BAD DEBT EXPENSE</u> . . . . .	34,802.		34,802.	
e All other expenses . . . . .	138,521.	1,333.	137,188.	
<b>25 Total functional expenses.</b> Add lines 1 through 24e	<b>76,548,153.</b>	<b>66,070,324.</b>	<b>7,269,823.</b>	<b>3,208,006.</b>
<b>26 Joint costs.</b> 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) . . . . .	0			

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	18,763,057.	<b>1</b>	1,203,737.
	<b>2</b> Savings and temporary cash investments	0	<b>2</b>	22,500,185.
	<b>3</b> Pledges and grants receivable, net	20,798,896.	<b>3</b>	37,069,664.
	<b>4</b> Accounts receivable, net	1,706,780.	<b>4</b>	1,811,958.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	<b>5</b>	0
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use	0	<b>8</b>	0
	<b>9</b> Prepaid expenses and deferred charges	1,291,488.	<b>9</b>	1,782,557.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 276,259,087.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 132,808,814.	135,785,001.	<b>10c</b> 143,450,273.
	<b>11</b> Investments - publicly traded securities	0	<b>11</b>	0
	<b>12</b> Investments - other securities. See Part IV, line 11	184,176,740.	<b>12</b>	183,087,633.
	<b>13</b> Investments - program-related. See Part IV, line 11	0	<b>13</b>	0
	<b>14</b> Intangible assets	0	<b>14</b>	0
	<b>15</b> Other assets. See Part IV, line 11	950,558.	<b>15</b>	794,603.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	363,472,520.	<b>16</b>	391,700,610.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	6,903,646.	<b>17</b>	7,241,181.
	<b>18</b> Grants payable	0	<b>18</b>	0
	<b>19</b> Deferred revenue	6,920,297.	<b>19</b>	8,189,252.
	<b>20</b> Tax-exempt bond liabilities	0	<b>20</b>	0
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D	0	<b>21</b>	0
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	0	<b>24</b>	0
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	169,860.	<b>25</b>	161,823.
	<b>26 Total liabilities.</b> Add lines 17 through 25	13,993,803.	<b>26</b>	15,592,256.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets	307,609,807.	<b>27</b>	316,461,894.
	<b>28</b> Temporarily restricted net assets	26,096,402.	<b>28</b>	42,692,381.
	<b>29</b> Permanently restricted net assets	15,772,508.	<b>29</b>	16,954,079.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
	<b>33</b> Total net assets or fund balances	349,478,717.	<b>33</b>	376,108,354.
	<b>34</b> Total liabilities and net assets/fund balances	363,472,520.	<b>34</b>	391,700,610.

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	100,827,641.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	76,548,153.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	24,279,488.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	349,478,717.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	2,641,821.
<b>6</b>	Donated services and use of facilities	<b>6</b>	0
<b>7</b>	Investment expenses	<b>7</b>	0
<b>8</b>	Prior period adjustments	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	-291,672.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	376,108,354.

**Part XII Financial Statements and Reporting**

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

- 1** Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? .....  
 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:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- b** 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:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- c** 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.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

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

Department of the Treasury  
Internal Revenue Service

**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.

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

OMB No. 1545-0047

**2014**

**Open to Public Inspection**

<b>Name of the organization</b> MONTEREY BAY AQUARIUM FOUNDATION	<b>Employer identification number</b> 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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations . . . . .
  - g 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 listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
<b>Total</b>						

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

Schedule A (Form 990 or 990-EZ) 2014

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

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 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; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2014; 15 Public support percentage from 2013 Schedule A; 16a 33 1/3% support test - 2014; b 33 1/3% support test - 2013; 17a 10%-facts-and-circumstances test - 2014; b 10%-facts-and-circumstances test - 2013; 18 Private foundation.

**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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	26,601,004.	25,494,301.	22,938,932.	44,782,063.	47,916,874.	167,733,174.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .	33,755,253.	35,412,176.	38,309,941.	39,487,351.	43,451,445.	190,416,166.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						0
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0
<b>6 Total.</b> Add lines 1 through 5 . . . . .	60,356,257.	60,906,477.	61,248,873.	84,269,414.	91,368,319.	358,149,340.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .	1,266,744.	1,252,164.	1,187,684.	26,611,091.	743,264.	31,060,947.
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . . .						0
<b>c</b> Add lines 7a and 7b. . . . .	1,266,744.	1,252,164.	1,187,684.	26,611,091.	743,264.	31,060,947.
<b>8 Public support</b> (Subtract line 7c from line 6.) . . . . .						327,088,393.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>9</b> Amounts from line 6. . . . .	60,356,257.	60,906,477.	61,248,873.	84,269,414.	91,368,319.	358,149,340.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	4,190,912.	4,330,416.	5,127,121.	5,420,675.	6,399,701.	25,468,825.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						0
<b>c</b> Add lines 10a and 10b . . . . .	4,190,912.	4,330,416.	5,127,121.	5,420,675.	6,399,701.	25,468,825.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .	0	0	0	0	0	0
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) <b>ATCH 1</b> . . . . .	170,064.	766,657.	389,050.	267,710.	708,527.	2,302,008.
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .	64,717,233.	66,003,550.	66,765,044.	89,957,799.	98,476,547.	385,920,173.
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . <input type="checkbox"/>						

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

<b>15</b> Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	84.76%
<b>16</b> Public support percentage from 2013 Schedule A, Part III, line 15 . . . . .	<b>16</b>	82.46%

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

<b>17</b> Investment income percentage for <b>2014</b> (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	6.60%
<b>18</b> Investment income percentage from <b>2013</b> Schedule A, Part III, line 17 . . . . .	<b>18</b>	6.59%

- 19a 33 1/3% support tests - 2014.** 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 - 2013.** 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 Supporting Organizations**

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	<b>11 a</b>	
<b>b</b> A family member of a person described in (a) above?	<b>11 b</b>	
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>	<b>11 c</b>	

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>	<b>1</b>	
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>	<b>2</b>	

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>	<b>1</b>	

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	<b>1</b>	
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>	<b>2</b>	
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>	<b>3</b>	

**Section E. Type III Functionally-Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):			
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
<b>2</b> Activities Test. Answer (a) and (b) below.		Yes	No
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>	<b>2a</b>		
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>	<b>2b</b>		
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.			
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>	<b>3a</b>		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>	<b>3b</b>		

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

**1**  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

<b>Section A - Adjusted Net Income</b>		(A) Prior Year	(B) Current Year (optional)
<b>1</b> Net short-term capital gain	<b>1</b>		
<b>2</b> Recoveries of prior-year distributions	<b>2</b>		
<b>3</b> Other gross income (see instructions)	<b>3</b>		
<b>4</b> Add lines 1 through 3	<b>4</b>		
<b>5</b> Depreciation and depletion	<b>5</b>		
<b>6</b> Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	<b>6</b>		
<b>7</b> Other expenses (see instructions)	<b>7</b>		
<b>8 Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)	<b>8</b>		
<b>Section B - Minimum Asset Amount</b>		(A) Prior Year	(B) Current Year (optional)
<b>1</b> Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
<b>a</b> Average monthly value of securities	<b>1a</b>		
<b>b</b> Average monthly cash balances	<b>1b</b>		
<b>c</b> Fair market value of other non-exempt-use assets	<b>1c</b>		
<b>d Total</b> (add lines 1a, 1b, and 1c)	<b>1d</b>		
<b>e Discount</b> claimed for blockage or other factors (explain in detail in <b>Part VI</b> ):			
<b>2</b> Acquisition indebtedness applicable to non-exempt-use assets	<b>2</b>		
<b>3</b> Subtract line 2 from line 1d	<b>3</b>		
<b>4</b> Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	<b>4</b>		
<b>5</b> Net value of non-exempt-use assets (subtract line 4 from line 3)	<b>5</b>		
<b>6</b> Multiply line 5 by .035	<b>6</b>		
<b>7</b> Recoveries of prior-year distributions	<b>7</b>		
<b>8 Minimum Asset Amount</b> (add line 7 to line 6)	<b>8</b>		
<b>Section C - Distributable Amount</b>			Current Year
<b>1</b> Adjusted net income for prior year (from Section A, line 8, Column A)	<b>1</b>		
<b>2</b> Enter 85% of line 1	<b>2</b>		
<b>3</b> Minimum asset amount for prior year (from Section B, line 8, Column A)	<b>3</b>		
<b>4</b> Enter greater of line 2 or line 3	<b>4</b>		
<b>5</b> Income tax imposed in prior year	<b>5</b>		
<b>6 Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	<b>6</b>		
<b>7</b> <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).			

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations** (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 <b>Total annual distributions.</b> Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013 . . . . .			
f <b>Total</b> of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 <b>Excess distributions carryover to 2015.</b> Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013 . . . . .			
e Excess from 2014 . . . . .			

**Part VI** **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).

ATTACHMENT 1

SCHEDULE A, PART III - OTHER INCOME

DESCRIPTION	2010	2011	2012	2013	2014	TOTAL
OTHER INCOME	170,064.	766,657.	389,050.	267,710.	708,527.	2,302,008.
<b>TOTALS</b>	<u>170,064.</u>	<u>766,657.</u>	<u>389,050.</u>	<u>267,710.</u>	<u>708,527.</u>	<u>2,302,008.</u>

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

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2014**

**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.**  
 ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://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) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then**

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

Name of 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.

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

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

Schedule C (Form 990 or 990-EZ) 2014

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

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

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)	<b>(a) Filing organization's totals</b>	<b>(b) Affiliated group totals</b>												
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying) . . . . .	407.													
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	113,248.													
<b>c</b> Total lobbying expenditures (add lines 1a and 1b) . . . . .	113,655.													
<b>d</b> Other exempt purpose expenditures . . . . .	75,977,773.													
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d) . . . . .	76,091,428.													
<b>f</b> Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <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.													
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f) . . . . .	250,000.													
<b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0- . . . . .	0	0												
<b>i</b> Subtract line 1f from line 1c. If zero or less, enter -0- . . . . .	0	0												
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? . . . . .		<input 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 separate instructions for lines 2a through 2f.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
<b>2a</b> Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
<b>c</b> Total lobbying expenditures	230,759.	124,902.	175,477.	113,655.	644,793.
<b>d</b> Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
<b>f</b> Grassroots lobbying expenditures	9,736.		1,104.	407.	11,247.

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

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

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

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

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

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

Part IV Supplemental Information

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, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

Blank lines for providing supplemental information as required by Part IV.



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**Part IV** Supplemental Information *(continued)*

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SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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.

2014

Department of the Treasury Internal Revenue Service

Attach to Form 990.

Open to Public Inspection

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

Name of the organization

Employer identification number

MONTEREY BAY AQUARIUM FOUNDATION

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 value of contributions, aggregate value of grants, aggregate value at end of year, and two questions about donor informed consent.

Part II Conservation Easements.

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

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include purpose(s) of conservation easements, total number of easements, total acreage, number of easements on historic structures, and various monitoring and reporting questions.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Description, Amount. Rows include questions about reporting art and historical treasures, and amounts required to be reported under SFAS 116.

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

Schedule D (Form 990) 2014

**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 |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  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	113,049,854.	80,879,570.	78,277,759.	77,434,508.	75,328,843.
b Contributions	16,050,939.	29,748,776.	1,251,775.	1,786,573.	1,018,399.
c Net investment earnings, gains, and losses	5,831,152.	3,104,637.	1,962,898.	-467,240.	1,550,640.
d Grants or scholarships					
e Other expenditures for facilities and programs	3,893,000.	683,129.	612,862.	476,082.	463,374.
f Administrative expenses					
g End of year balance	131,038,945.	113,049,854.	80,879,570.	78,277,759.	77,434,508.

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

- a Board designated or quasi-endowment  83.1000 %
  - b Permanent endowment  12.9000 %
  - c Temporarily restricted endowment  4.0000 %
- 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		X
(ii) related organizations		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?		

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

**Part VI Land, Buildings, and Equipment.**

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		22,520,277.		22,520,277.
b Buildings		156,691,933.	73,534,163.	83,157,770.
c Leasehold improvements		766,133.	766,133.	
d Equipment		30,170,522.	22,932,830.	7,237,692.
e Other		66,110,222.	35,575,688.	30,534,534.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				143,450,273.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other		
(A) EQUITY FUND	108,384,672.	FMV
(B) BOND FUNDS	8,323,690.	FMV
(C) COMMODITIES FUND	1,221,499.	FMV
(D) HEDGE FUNDS	39,090,258.	FMV
(E) US GOVERNMENT MONEY MARKET	6,786,906.	FMV
(F) PRIVATE CAPITAL FUNDS	18,949,200.	FMV
(G) BROKERAGE ACCOUNT BALANCES	331,408.	FMV
(H)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	183,087,633.	

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) GIFT ANNUITY PAYMENT LIABILITY	161,823.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	161,823.

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

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

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include descriptions, sub-row labels (2a-2d, 4a-4b), and totals (1, 2e, 3, 4c, 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.

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include descriptions, sub-row labels (2a-2d, 4a-4b), and totals (1, 2e, 3, 4c, 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.

SEE PAGE 5

**Part XIII** Supplemental Information (continued)

INTENDED USE OF ENDOWMENT FUNDS

SCHEDULE D, PART V, LINE 4:

THE EARNINGS OF THE AQUARIUM'S ENDOWMENT FUNDS SUPPORT EDUCATION AND CONSERVATION PROGRAMS AND THE MISSION OF THE AQUARIUM.

FIN 48 (ASC 740) FOOTNOTE

SCHEDULE D, PART X, LINE 2:

THE FOLLOWING FOOTNOTE APPEARED IN THE CONSOLIDATED FINANCIAL STATEMENTS FOR BOTH MONTEREY BAY AQUARIUM FOUNDATION AND MONTEREY BAY AQUARIUM SUPPORT SERVICES ("MBASS"), A RELATED ORGANIZATION:

THE MONTEREY BAY AQUARIUM FOUNDATION AND MBASS HAVE IDENTIFIED AND EVALUATED THEIR SIGNIFICANT TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAINS OPEN AND DETERMINED THERE ARE NO MATERIAL UNRECOGNIZED TAX BENEFITS OR LIABILITIES TO BE RECORDED. THE OPEN TAX YEARS ARE GENERALLY THE YEARS ENDED DECEMBER 31, 2011 THROUGH DECEMBER 31, 2014 FOR FEDERAL TAX PURPOSES AND THE YEARS ENDED DECEMBER 31, 2010 THROUGH DECEMBER 31, 2014 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, 2014 AND 2013, NOR ARE ANY MATERIAL CHANGES ANTICIPATED OVER THE TWELVE MONTHS FOLLOWING DECEMBER 31, 2014.

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2014**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990.
- ▶ Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

Employer identification number

MONTEREY BAY AQUARIUM FOUNDATION

94-2487469

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on 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? . . . . .  **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.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	INT'L SYMPOSIUMS	21,188.
(2) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	SUSTAINABLE SEAFOOD	28,475.
(3) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	TUNA RESEARCH	27,634.
(4) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	COLLECTING	4,616.
(5) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	INT'L SYMPOSIUMS	1,240.
(6) SUB-SAHARAN AFRICA			PROGRAM SERVICES	WHITE SHARK	9,989.
(7) NORTH AMERICA			PROGRAM SERVICES	COLLECTING	25,928.
(8) NORTH AMERICA			PROGRAM SERVICES	GRAPHIC DESIGN REVIEW	7,237.
(9) NORTH AMERICA			PROGRAM SERVICES	INT'L SYMPOSIUMS	1,815.
(10) EUROPE			PROGRAM SERVICES	INT'L SYMPOSIUMS	79,337.
(11) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	INT'L SYMPOSIUMS	4,226.
(12) SOUTH AMERICA			PROGRAM SERVICES	INT'L SYMPOSIUMS	1,600.
(13) NORTH AMERICA			GRANTMAKING		23,219.
(14)					
(15)					
(16)					
(17)					
<b>3a</b> Sub-total . . . . .					236,504.
<b>b</b> Total from continuation sheets to Part I . . . . .					
<b>c Totals</b> (add lines 3a and 3b)					236,504.

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

Schedule F (Form 990) 2014

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on 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	MEXICO RESEA	23,219.	WIRE			
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. . . . . 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" on 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; do not file with Form 990)* . . . . .  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; do not file with Form 990)* . . . . .  Yes  No

**Part V Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; 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).

---

PROCEDURES FOR MONITORING USE OF GRANT FUNDS OUTSIDE THE UNITED STATES

SCHEDULE F, PART I, LINE 2:

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



**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
		MENLO PARK (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	<b>1</b> Gross receipts . . . . .	651,691.			651,691.
	<b>2</b> Less: Contributions . . . . .	565,891.			565,891.
	<b>3</b> Gross income (line 1 minus line 2) . . . . .	85,800.			85,800.
Direct Expenses	<b>4</b> Cash prizes . . . . .				
	<b>5</b> Noncash prizes . . . . .				
	<b>6</b> Rent/facility costs . . . . .	2,725.			2,725.
	<b>7</b> Food and beverages . . . . .	81,271.			81,271.
	<b>8</b> Entertainment . . . . .				
	<b>9</b> Other direct expenses . . . . .	64,888.			64,888.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . .				148,884.
	<b>11</b> Net income summary. Subtract line 10 from line 3, column (d) . . . . .				-63,084.

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

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

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

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

**b** If "No," explain: \_\_\_\_\_

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

**b** If "Yes," explain: \_\_\_\_\_

- 11 Does the organization conduct 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 conducted in:
 

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

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

Director/officer       Employee       Independent contractor

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

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

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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

**2014**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990).

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Employer identification number

94-2487469

**Part I General Information on Grants and Assistance**

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- 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 Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) UNIVERSITY OF HAWAII 2240 CAMPUS RD, BOX 368 HONOLULU, HI 96822	99-6000354	115	78,650.				ELASMOBRANCH FISH RESEARCH
(2) MONTEREY AQUARIUM RESEARCH INSTITUTE 7700 SANHOLDT ROAD MOSS LANDING, CA 95039	77-0150580	501(C)(3)	76,538.				RESEARCH PROJECT
(3) STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	94-1153656	501(C)(3)	149,497.				WHITE SHARK RSRCH / CMMNTY IMPACT STUDY
(4) CALIFORNIA STATE UNIVERSITY, LONG BEACH 6300 E STATE UNIV DR. #332	65-6106694	115	22,000.				WHITE SHARK RESEARCH
(5) CARTEL MANAGEMENT INC. 665 LILLIAN WAY LOS ANGELES, CA 90004	20-8921214		20,000.				TITANS OF MAVERICKS SPONSORSHIP
(6) UNIVERSITY OF CALIFORNIA, SANTA CRUZ 1156 HIGH STREET SANTA CRUZ, CA 95064	94-1539563	115	12,000.				FIELD RESEARCH
(7) CHEF'S COLLABORATIVE 89 SOUTH ST. LOWER LEVEL BOSTON, MA 02111	01-3337348	501(C)(3)	9,000.				SEAFOOD WATCH CHEF'S PARTNERSHIP
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 6.

3 Enter total number of other organizations listed in the line 1 table 1.

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

Schedule I (Form 990) (2014)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 WHITE SHARK RESEARCH	1.	25,000.			
2 INDIVIDUAL SCHOLARSHIPS	26.	23,417.			
3					
4					
5					
6					
7					

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

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES

SCHEDULE I, PART I, LINE 2:

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



**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

**Compensation Information**

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

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

▶ Attach to Form 990.

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

OMB No. 1545-0047

**2014**

**Open to Public  
Inspection**

Employer identification number

94-2487469

**Part I Questions Regarding Compensation**

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

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

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

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and 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 checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations                | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment? . . . . .
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .
- c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

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

- a** The organization? . . . . .
- 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
<b>1b</b>	X	
<b>2</b>	X	
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2014

**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 in column (B) reported as deferred in prior Form 990	
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1	JULIE PACKARD EXEC. DIRECTOR & VICE CHAIR	(i)	259,525.	846.	1,679.	26,000.	10,911.	298,961.	0
		(ii)	0	0	0	0	0	0	0
2	JAMES HEKKERS MANAGING DIRECTOR	(i)	267,879.	1,692.	8,014.	26,000.	21,149.	324,734.	0
		(ii)	0	0	0	0	0	0	0
3	EDWARD E. PROHASKA CFO/VP ENTERPRISE DEVELOPMENT	(i)	253,847.	1,692.	1,445.	25,824.	12,949.	295,757.	0
		(ii)	0	0	0	0	0	0	0
4	CRISTINA FEKECI CHIEF DEVELOPMENT OFFICER	(i)	217,990.	1,692.	1,719.	22,655.	21,809.	265,865.	0
		(ii)	0	0	0	0	0	0	0
5	MARGARET SPRING VP CONSERVATION & SCIENCE	(i)	174,907.	1,681.	362.	18,097.	19,065.	214,112.	0
		(ii)	0	0	0	0	0	0	0
6	MARIAN MARTHA HAHN VP OF MARKETING	(i)	169,085.	1,681.	217.	17,067.	10,532.	198,582.	0
		(ii)	0	0	0	0	0	0	0
7	CYNTHIA VERNON VP EDUCATION & GUEST PROGRAMS	(i)	166,892.	1,681.	988.	17,471.	21,572.	208,604.	0
		(ii)	0	0	0	0	0	0	0
8	TERESA JEANINE MERRY VP HUMAN RESOURCES	(i)	160,993.	1,681.	1,410.	17,343.	32,532.	213,959.	0
		(ii)	0	0	0	0	0	0	0
9	RANDALL HAMILTON VP OF HUSBANDRY	(i)	157,602.	2,181.	857.	15,969.	15,210.	191,819.	0
		(ii)	0	0	0	0	0	0	0
10	CHARLES ASLANIAN VP OF FACILITIES OPERATIONS	(i)	148,487.	1,681.	2,431.	15,732.	27,620.	195,951.	0
		(ii)	0	0	0	0	0	0	0
11	DON HUGHES VP OF EXHIBITIONS	(i)	194,874.	1,681.	1,023.	20,348.	21,429.	239,355.	0
		(ii)	0	0	0	0	0	0	0
12	JIM H WESTBROOK DIRECTOR OF FINANCE	(i)	157,006.	2,276.	385.	15,828.	9,173.	184,668.	0
		(ii)	0	0	0	0	0	0	0
13	JUSTIN MICHAEL SKINNER VP OF INFORMATION TECHNOLOGY	(i)	145,555.	9,699.	83.	2,444.	9,463.	167,244.	0
		(ii)	0	0	0	0	0	0	0
14	TAMA RAYE BISTRAN CONTROLLER & DIR OF ACCOUNTING	(i)	146,117.	2,572.	282.	15,186.	20,618.	184,775.	0
		(ii)	0	0	0	0	0	0	0
15	DIANE SENA MANAGER OF HERITAGE HARBOR	(i)	141,471.	1,681.	790.	14,963.	20,699.	179,604.	0
		(ii)	0	0	0	0	0	0	0
16		(i)							
		(ii)							

**Part III Supplemental Information**

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

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. ADDITIONALLY, CERTAIN EMPLOYEES RECEIVED TAX GROSS-UP PAYMENTS FOR SMALL APPRECIATION GIFTS RECEIVED DURING THE COURSE OF THE 2014 CALENDAR YEAR. 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).

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2014**

**Open To Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

- ▶ 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](http://www.irs.gov/form990).

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Employer identification number

94-2487469

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art . . . . .				
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .	X	52.	371,515.	COST/SELLING PRICE
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .	X	30.	20,184.	OPINION OF EXPERTS
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ ( _____ )				
26 Other ▶ ( _____ )				
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

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

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 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? . . . . .		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? . . . . .	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2014)

JSA

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**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

---

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2014**

**Open to Public  
Inspection**

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Employer identification number

94-2487469

ORGANIZATION'S MISSION

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. CALENDAR YEAR 2014 WAS A GREAT YEAR FOR US; WE CELEBRATED OUR 30TH ANNIVERSARY, WELCOMED OVER 2 MILLION VISITORS (OUR THIRD HIGHEST ATTENDANCE EVER), LAUNCHED A NEW STRATEGIC DIRECTION FOR OUR CONSERVATION AND SCIENCE PROGRAMS, ANNOUNCED OUR NEW OCEAN EDUCATION AND LEADERSHIP CENTER PROJECT, WERE NAMED "BEST AQUARIUM IN THE WORLD" BY TRIPADVISOR'S TRAVELERS' CHOICE AWARDS, AND OPENED A SPECIAL EXHIBITION UNPRECEDENTED IN ITS SCOPE AND VARIETY OF ANIMALS - TENTACLES: THE ASTOUNDING LIVES OF OCTOPUSES, SQUID AND CUTTLEFISHES.

PROGRAM SERVICE ACCOMPLISHMENT DESCRIPTION

FORM 990, PART III, LINE 4A - MARINE LIFE EXHIBITION AND CARE:

MARINE LIFE EXHIBITION AND CARE COSTS OF \$31,776,381 INCLUDE THE COST OF OPERATING AND MAINTAINING THE AQUARIUM'S LIVING EXHIBIT GALLERIES.

THE DEBUT OF TENTACLES: THE ASTOUNDING LIVES OF OCTOPUSES, SQUID AND CUTTLEFISHES IN APRIL REPRESENTED A BREAKTHROUGH IN EXHIBITING THIS ALLURING YET CHALLENGING FAMILY OF MARINE ANIMALS. TENTACLES IS THE LARGEST, MOST DIVERSE LIVING EXHIBIT EVER CREATED TO SHOWCASE THESE AMAZING ANIMALS THAT HAVE GRIPPED THE HUMAN IMAGINATION FOR THOUSANDS OF YEARS. OVER THE LIFE OF THE EXHIBIT, VISITORS MIGHT SEE ANY OF UP TO TWO DOZEN SPECIES ROTATING THROUGH A DOZEN LIVING EXHIBITS, FROM GIANT

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

PACIFIC OCTOPUS TO HAWAIIAN BOBTAIL SQUID, THE WUNDERPUS AND OTHERS - INCLUDING ONE OF THE WORLD'S SMALLEST SQUID AND ONE OF THE WORLD'S LARGEST CUTTLEFISHES.

WITH ASSISTANCE FROM OUR PARTNER ORGANIZATION, THE MONTEREY BAY AQUARIUM RESEARCH INSTITUTE, WE WERE THE FIRST IN THE WORLD TO EXHIBIT DEEP-SEA CEPHALOPODS INCLUDING THE MYSTERIOUS VAMPIRE SQUID, AND AMONG THE FIRST TO EXHIBIT THE FLAPJACK OCTOPUS, JAPETELLA OCTOPUS AND COCK-EYED SQUID.

TENTACLES ALSO OFFER VISITORS INTERACTIVE EXHIBITS THAT DRAMATIZE THE ANIMALS' ABILITY TO CHANGE COLOR AND SHAPE AND SWIM WITH JET PROPULSION. THERE ARE INTRIGUING ART PIECES HIGHLIGHTING 4,000 YEARS OF HUMAN FASCINATION: REPLICAS OF MINOAN POTTERY AND ROMAN TILES, VICTORIAN-ERA SCIENTIFIC AND LITERARY ILLUSTRATIONS AND CONTEMPORARY MECHANICAL SCULPTURES COMMISSIONED EXCLUSIVELY FOR THE EXHIBITION.

OTHER HUSBANDRY HIGHLIGHTS INCLUDED NEWS THAT ONE OF OUR SCALLOPED HAMMERHEAD SHARKS IS BOTH THE OLDEST AND LONGEST ON EXHIBIT ANYWHERE IN THE WORLD, AND THE HATCHING OF OUR FIFTH AFRICAN BLACKFOOTED PENGUIN CHICK. WE CELEBRATED THE SUCCESS OF OUR TEAM OF JELLY BIOLOGISTS, WHICH MAPPED THE ELUSIVE LIFE CYCLE OF OLINDIAS FORMOSUS - THE STUNNING FLOWER HAT JELLY, WHOSE MULTICOLORED, FLUORESCENT-TIPPED TENTACLES ARE LIKE A LIVING FIREWORKS SHOW. IN THE PROCESS, THE TEAM POSSIBLY IDENTIFIED WHAT MAY BE KEY TRIGGERS FOR JELLY BLOOMS IN THE WILD.

PROGRAM SERVICE ACCOMPLISHMENT DESCRIPTION

FORM 990, PART III, LINE 4B - EDUCATION AND OUTREACH:

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

EDUCATION AND OUTREACH COSTS OF \$11,690,608 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, WE ANNOUNCED PLANS FOR A NEW OCEAN EDUCATION AND LEADERSHIP CENTER. THROUGH THE CENTER, WE CAN DOUBLE THE NUMBER OF VISITING SCHOOLCHILDREN WHO TAKE PART IN PROGRAMS LED BY AQUARIUM EDUCATORS, DOUBLE THE NUMBER OF SCIENCE TEACHERS WE REACH THROUGH INSTITUTES AND WORKSHOPS DESIGNED TO BUILD THEIR SKILLS, AND DOUBLE THE NUMBER OF TEENS IN LEADERSHIP PROGRAMS. WE'LL NURTURE THEIR CAPACITY TO BECOME PART OF A SCIENCE-LITERATE GENERATION THAT WILL HELP SOLVE TODAY'S PRESSING CONSERVATION CHALLENGES.

WE BEGAN A MULTI-YEAR FUNDRAISING CAMPAIGN TO MAKE THE CENTER A REALITY.

IN JUNE, THE NOYCE FOUNDATION RECOGNIZED OUR DECADE-LONG COLLABORATION WITH WATSONVILLE/PAJARO COMMUNITY WITH A PRESTIGIOUS BRIGHT LIGHTS COMMUNITY ENGAGEMENT AWARD. OUR SYSTEMATIC APPROACH COMBINES A SERIES OF DIFFERENT EDUCATION PROGRAMS DESIGNED TO ENGAGE A BROAD SPECTRUM OF THE WATSONVILLE COMMUNITY OVER TIME. THOSE PROGRAMS RANGE FROM HOSTING SOME 3,500 STUDENTS IN SCHOOL PROGRAMS EACH YEAR TO OUR SPLASH ZONE HEAD START PROGRAM, WHICH WE HOLD BOTH AT THE AQUARIUM AND IN THE COMMUNITY.



Name of the organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
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OTHER INITIATIVES INCLUDE YOUNG WOMEN IN SCIENCE, WATSONVILLE AREA TEENS CONSERVING HABITATS (WATCH), TEACHER PROFESSIONAL DEVELOPMENT, AS WELL AS AFFORDABLE ACCESS PROGRAMS FOR LOW INCOME FAMILIES AND ANNUAL EVENTS WITH THE HISPANIC COMMUNITY IN MIND (THESE COSTS ARE INCLUDED IN OTHER PROGRAM SERVICES).

OUR PROJECT-BASED SCIENCE TEACHER INSTITUTE FOR MIDDLE SCHOOL TEACHERS RECEIVED A \$150,000 GRANT FROM THE INSTITUTE OF MUSEUM AND LIBRARY SCIENCE THAT WILL BENEFIT OVER 125 TEACHERS AND, BY EXTENSION, THOUSANDS OF STUDENTS THEY WILL REACH DURING THEIR CAREERS.

THROUGHOUT 2014 WE REACHED THOUSANDS OF VISITORS THROUGH CUSTOMIZED AQUARIUM ADVENTURES PROGRAMS, RANGING FROM BEHIND-THE-SCENES TOURS AND OVERNIGHT SLEEPOVERS TO EDUCATIONAL SCUBA ADVENTURES. IN 2014 WE ADDED A NEW BEHIND-THE-SCENES SHARK TOUR WHERE PARTICIPANTS DISCOVER OVER A DOZEN SPECIES OF SHARKS, SKATES AND RAYS, LEARN WHAT MAKES SHARKS DIFFERENT FROM OTHER FISHES AND HOW WE'RE DOING CUTTING-EDGE GREAT WHITE SHARK RESEARCH. OUR AQUARIUM ADVENTURES PROGRAMS PROVIDE ENRICHING EXPERIENCES FOR VISITORS AS WELL AS CHERISHED MEMORIES.

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. WE ENDED THE YEAR WITH 2.3 MILLION FOLLOWERS ACROSS ALL SOCIAL MEDIA PLATFORMS AND PROPERTIES, ESPECIALLY FACEBOOK, TWITTER, TUMBLR, GOOGLE+, YOUTUBE, PINTEREST, INSTAGRAM AND A SPANISH-LANGUAGE

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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 13TH COOKING FOR SOLUTIONS EVENT, WHICH FEATURED MORE THAN 90 CHEFS AND 70 WINERIES AND BREWERIES. RENOWNED CHEFS AND PERSONALITIES WHO PARTICIPATED INCLUDED ALTON BROWN, MICHELLE BERNSTEIN, SAM CHOY, CARLA HALL, JOSE GARCES, NATHAN LYON, CINDY PAWLCYN, AND EDUCATOR OF THE YEAR JOHN ASH. REACHING OVER 19,500 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 2014 SUSTAINABLE FOODS INSTITUTE FEATURED OVER 50 JOURNALISTS AND 35 SPEAKERS AND PANELISTS, INCLUDING CHIPOTLE MARKETING EXECUTIVE CHRIS ARNOLD, BEYOND MEAT CEO ETHAN BROWN, WALMART SUSTAINABILITY DIRECTOR BRITTNI FURROW, INTERNATIONAL SEAFOOD SUSTAINABILITY FOUNDATION PRESIDENT SUSAN JACKSON, LOS ANGELES FOOD POLICY COUNCIL CHAIR PAULA DANIELS, JAMES BEARD AWARD-WINNING CHEF AND AUTHOR HUGH ACHESON, AND WILDAID EXECUTIVE DIRECTOR PETER KNIGHTS. SESSIONS WERE MODERATED BY TOP JOURNALISTS FROM THE NEW YORK TIMES, WALL STREET JOURNAL, THE ECONOMIST, NATIONAL PUBLIC RADIO, HUFFINGTON POST, GUARDIAN SUSTAINABLE BUSINESS, SALON.COM, HARVEST PUBLIC MEDIA, AND THE LOS ANGELES TIMES, AS WELL AS FOUR FISH AUTHOR PAUL GREENBERG.

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TOPICS AT THE 2014 INSTITUTE INCLUDED: MODELS FOR SEAFOOD TRACEABILITY ON A LOCAL, REGIONAL, NATIONAL AND GLOBAL SCALE; REINVENTING FOOD THROUGH NEW TECHNOLOGY; THE CHANGING FACE OF AQUACULTURE; AND THE ROLE OF MAJOR BUYERS IN SHIFTING THE MARKET TOWARD SUSTAINABILITY.

PROGRAM SERVICE ACCOMPLISHMENT DESCRIPTION

FORM 990, PART III, LINE 4C - CONSERVATION AND RESEARCH  
CONSERVATION AND SCIENCE COSTS OF \$6,315,215 REPRESENT EXPENSES FOR MARINE POLICY AND ADVOCACY EFFORTS, THE SEAFOOD WATCH PROGRAM AND FIELD RESEARCH.

OUR CONSERVATION AND SCIENCE PROGRAMS ARE HAVING GREATER IMPACT THAN EVER. UNDER A NEW SET OF STRATEGIC PRIORITIES WE ADOPTED IN 2014, WE'RE INTEGRATING OUR RESEARCH PROGRAMS WITH OUR GROWING INFLUENCE IN OCEAN POLICY, AND COUPLING THAT WITH OUR LEADERSHIP WORK WITH BUSINESSES AND CONSUMERS TO RESHAPE THE GLOBAL SEAFOOD SUPPLY CHAIN.

WE'RE INFLUENCING LEADERS IN GOVERNMENT, BUSINESS AND THE NONPROFIT SECTOR, AND TRANSFORMING FISHING PRACTICES AND AQUACULTURE AROUND THE WORLD. OUR ADVICE IS SOUGHT BY THE WHITE HOUSE, INTERNATIONAL FISHERIES MANAGEMENT BODIES AND SEAFOOD CERTIFICATION PROGRAMS, BY MAJOR BUSINESSES AND BY MILLIONS OF CONSUMERS FOR WHOM SEAFOOD WATCH IS A TRUSTED GUIDE FOR DAILY PURCHASING DECISIONS.

SEAFOOD WATCH CELEBRATED ITS 15TH ANNIVERSARY IN 2014 WITH RECOGNITION

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THAT IT HAS BECOME THE WORLD'S MOST RECOGNIZED - AND RESPECTED - SOURCE OF SCIENCE-BASED SUSTAINABLE SEAFOOD INFORMATION. SEAFOOD WATCH SCIENCE NOW INFORMS PURCHASING STANDARDS FOR MORE THAN 100,000 BUSINESS LOCATIONS ACROSS NORTH AMERICA, INCLUDING THE MAJORITY OF BIG U.S. FOODSERVICE AND RETAIL COMPANIES. THEIR GROWING COMMITMENT TO BUY ONLY SUSTAINABLY CAUGHT AND FARMED SEAFOOD IS DRIVING CHANGE IN THE WAY FISHING FLEETS AND AQUACULTURE FARMS OPERATE AROUND THE WORLD.

OUR TEAM PROVIDES GUIDANCE TO THE INTERNATIONAL BODIES THAT CERTIFY AQUACULTURE AND FISHING PRACTICES AND TO GOVERNMENTS - INCLUDING THE ASEAN NATIONS OF SOUTHEAST ASIA THAT INTEND TO RESHAPE THEIR AQUACULTURE POLICIES AROUND SEAFOOD WATCH SUSTAINABILITY CRITERIA. WE'RE ALSO HELPING COLLEAGUES IN JAPAN AND OTHER COUNTRIES BUILD HOME-GROWN SUSTAINABLE SEAFOOD MOVEMENTS.

OUR TEAM ALSO ADVISED U.S. POLICYMAKERS ON A RANGE OF CRITICAL ISSUES, FROM RECOVERING PACIFIC BLUEFIN TUNA STOCKS TO ILLEGAL, UNREGULATED AND UNREPORTED FISHING ON THE HIGH SEAS. WE BRIEFED A PRESIDENTIAL TASK FORCE ABOUT CRITICAL POLICY CHANGES NEEDED TO END THOSE DAMAGING PRACTICES, WHICH HELPED INFORM A BOLD WHITE HOUSE PLAN TO BLOCK THE IMPORT OF ILLEGALLY CAUGHT FISH AND IMPROVE TRACEABILITY IN THE \$500 BILLION GLOBAL SEAFOOD INDUSTRY.

OUR EFFECTIVENESS WAS RECOGNIZED IN A SIGNIFICANT WAY WHEN A DONOR MADE A FIVE-YEAR, \$10 MILLION GIFT TO SUPPORT THE GLOBAL EXPANSION OF OUR

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SUSTAINABLE SEAFOOD PROGRAM. WE ARE SO GRATEFUL FOR THEIR GENEROUS SUPPORT AND COMMITMENT TO OUR WORK.

OUR GROWING CONSERVATION AND SCIENCE TEAM IS BRINGING OUR STRENGTHS TO BEAR STRATEGICALLY: TO PROTECT CRITICAL OCEAN ECOSYSTEMS OFF THE CALIFORNIA COAST AND BEYOND; SUPPORT RECOVERY OF KEY SPECIES LIKE SEA OTTERS, WHITE SHARKS AND PACIFIC BLUEFIN TUNA; PROMOTE MARKET-BASED SEAFOOD SOLUTIONS; AND ADDRESS THREATS TO OCEAN HEALTH FROM CLIMATE CHANGE AND PLASTIC POLLUTION.

SPEAKING ALONGSIDE FORMER DEFENSE SECRETARY LEON PANETTA TO OPEN THE ECONOMIST WORLD OCEAN SUMMIT, EXECUTIVE DIRECTOR JULIE PACKARD CHALLENGED BUSINESS LEADERS TO GET MORE INVOLVED IN DEVELOPING MARKET-BASED SOLUTIONS TO PRESSING CONSERVATION PROBLEMS.

IN THE FALL, WE WERE ONE OF FIVE SITES TO HOST A FIRST-EVER U.S. STATE DEPARTMENT-SPONSORED FISHACKATHON TO DEVELOP SIMPLE TECHNOLOGICAL SOLUTIONS FOR SUSTAINABLE SEAFOOD CHALLENGES IN THE DEVELOPING WORLD. THE TEAM WE HOSTED FROM UC BERKELEY WON THE TOP NATIONAL AWARD.

OUR CONSERVATION AND SCIENCE WORK WITH OCEAN WILDLIFE IS AT THE HEART OF ALL THAT WE DO. IN 2014, WE WELCOMED A NEW CHIEF SCIENTIST FROM THE WHITE HOUSE OFFICE OF SCIENCE AND TECHNOLOGY POLICY. HE BRINGS STRONG LEADERSHIP TO OUR SCIENCE PROGRAMS AND PARTNERSHIPS, INCLUDING OUR WORK TO UNDERSTAND THE ECOLOGICAL IMPACTS OF SEA OTTERS, GREAT WHITE SHARKS

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AND PACIFIC BLUEFIN TUNA, WHICH ARE AMONG THE WORLD'S MOST VULNERABLE MARINE SPECIES. WE'RE COMMITTED TO RESEARCH AND CONSERVATION ACTION THAT WILL ENSURE THESE ANIMALS THRIVE AND CONTINUE TO CONTRIBUTE TO HEALTHY MARINE ECOSYSTEMS.

WE BROUGHT OUR SCIENTIFIC AND POLICY EXPERTISE TO THE TABLE AS PART OF THE U.S. DELEGATION TO INTERNATIONAL MANAGEMENT CONFERENCES FOR PACIFIC BLUEFIN TUNA. BY THE END OF 2014, FISHING QUOTAS WERE CUT IN HALF, IN THE FACE OF A 96 PERCENT DECLINE IN BLUEFIN NUMBERS FROM HISTORIC LEVELS.

AFTER MORE THAN 30 YEARS OF PIONEERING RESEARCH, WE'VE LEARNED THAT AS CALIFORNIA'S SEA OTTERS MAKE A COMEBACK, SO DO CRITICALLY IMPORTANT COASTAL HABITATS LIKE KELP FORESTS AND ESTUARIES. OUR WORK WITH THIS THREATENED SPECIES - AT THE AQUARIUM AND IN THE WILD - HAS CONTRIBUTED TO A GREATER UNDERSTANDING OF THEIR VITAL ROLE IN SHAPING HEALTHY OCEAN HABITATS.

OUR EXHIBIT SEA OTTERS SERVE AS SUCCESSFUL SURROGATE MOTHERS; TO DATE, MORE THAN 30 PUPS HAVE BEEN BORN IN THE WILD TO ANIMALS THEY RAISED BEHIND THE SCENES. IN 2014, ONE PUP WE RESCUED AND NURSED BACK TO HEALTH BECAME A SENSATION IN ITS NEW HOME AT CHICAGO'S SHEDD AQUARIUM, AND NEWS COVERAGE HIGHLIGHTED THE IMPORTANT RESEARCH CONTRIBUTIONS OF OUR SEA OTTER PROGRAM.

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AFTER A TWO-YEAR STAY AT THE AQUARIUM, OUR FIRST "TRAVELING TURTLE" WAS SUCCESSFULLY RELEASED INTO THE ATLANTIC OCEAN BY COLLEAGUES AT THE NORTH CAROLINA AQUARIUM AT PINE KNOLL SHORES. WE RECEIVED ANOTHER RESCUED BABY LOGGERHEAD SEA TURTLE THAT WILL ALSO BE ON EXHIBIT FOR TWO YEARS BEFORE IT IS RETURNED TO THE WILD. HAVING THESE ANIMALS ON EXHIBIT HELPS US SHARE THE STORY OF THIS ENDANGERED SPECIES WHILE YOUNGSTERS GROW LARGE ENOUGH FOR RELEASE.

WE RETURNED 21 WESTERN SNOWY PLOVER CHICKS TO THE WILD IN 2014 - THE MOST OF ANY SEASON SO FAR. TO DATE, WE'VE RAISED AND RELEASED OVER 120 OF THESE THREATENED SHOREBIRDS, WHICH FACE MANY RISKS IN THE WILD. WE'VE ALSO PLACED SEVEN BIRDS AT OTHER ACCREDITED ZOOS AND AQUARIUMS.

WITH COLLEAGUES AT STANFORD UNIVERSITY, WE'VE DEPLOYED ELECTRONIC TRACKING TAGS AND LEARNED THAT ADULT WHITE SHARKS MAKE EPIC VOYAGES FROM CALIFORNIA'S COAST TO HAWAII AND BACK. NOW WE'RE COLLABORATING WITH THE MONTEREY BAY AQUARIUM RESEARCH INSTITUTE TO PLACE VIDEO CAMERAS ON THE SHARKS' DORSAL FINS. WE HOPE TO DOCUMENT WHAT THEY'RE DOING WHEN THEY AGGREGATE IN THE MID-PACIFIC AT WHAT SCIENTISTS HAVE DUBBED THE "WHITE SHARK CAFÉ."

PROGRAM SERVICE ACCOMPLISHMENT DESCRIPTION

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES:

OTHER PROGRAM SERVICES OF \$16,288,120 REPRESENT THE COSTS OF ACTIVITIES TO PROVIDE A HIGH-QUALITY EXPERIENCE FOR THE OVER 2 MILLION PEOPLE WHO VISITED THE AQUARIUM IN 2014. INCLUDED IN THIS CATEGORY ARE COSTS FOR

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MARKETING, GUEST SERVICES AND MEMBERSHIP SERVICES, AS WELL AS COSTS ASSOCIATED WITH FOODSERVICES AND RETAIL.

MARKETING INCLUDES COSTS ASSOCIATED WITH THE CREATION, PRODUCTION AND PLACEMENT OF ADVERTISING IN VARIOUS MEDIA FOR THE PURPOSE OF BUILDING AWARENESS ABOUT THE OPPORTUNITY TO CONNECT WITH MARINE LIFE AND OCEAN CONSERVATION THROUGH AN AQUARIUM VISIT. AN ALLOCATION OF MARKETING COSTS IS INCLUDED IN MANAGEMENT AND GENERAL EXPENSES TO REPRESENT THE COSTS ASSOCIATED WITH SOLICITING ADMISSION REVENUE.

IN EARLY 2014 WE ANNOUNCED THAT WE SELECTED SERVICE SYSTEMS ASSOCIATES (SSA), ONE OF THE COUNTRY'S LEADING HOSPITALITY MANAGEMENT COMPANIES, TO BE OUR NEW CULINARY OPERATOR. UNDER A MULTI-YEAR AGREEMENT, THE DENVER BASED COMPANY TOOK OVER THE SERVICE OPERATIONS FOR CINDY'S WATERFRONT RESTAURANT AND THE MONTEREY BAY AQUARIUM CAFÉ, AS WELL AS CATERING OPERATIONS FOR PRIVATE EVENTS AT THE AQUARIUM.

WE RETAINED JAMES BEARD AWARD-WINNING CULINARY PARTNER, CHEF CINDY PAWLCYN, AND HER INDELIBLE CULINARY STAMP WITH A FARM-TO-TABLE MENU AND INSPIRING SEASONAL DISHES IN BOTH THE CAFÉ AND RESTAURANT. SSA'S PROVEN TRACK RECORD IN MANAGING CULTURAL ORGANIZATION CULINARY OPERATIONS IS EXPECTED TO BRING AN EXCITING AND FRESH PERSPECTIVE TO AN ESSENTIAL PART OF THE AQUARIUM'S LAUDED GUEST EXPERIENCE.

WE ALSO ANNOUNCED THAT WE ARE THE OFFICIAL CONSERVATION PARTNER OF TITANS



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OF MAVERICKS, THE WORLD'S PREMIER BIG WAVE SURFING EVENT. UNDER THE DIRECTION OF CARTEL MANAGEMENT INC., TITANS OF MAVERICKS IS THE NEWLY RE-FACED NAME AND EVENT HELD ANNUALLY IN HALF MOON BAY AT THE MOST ICONIC BIG WAVE SURFING SPOT IN THE NATION.

AND WE JOINED THE WHITE HOUSE, TAJ MAHAL, EIFFEL TOWER, AND OTHER GLOBAL LANDMARKS TO BE FEATURED IN GOOGLE MAPS STREET VIEW, AND ARE THE FIRST AQUARIUM ON THE ICONIC SITE TO OFFER BOTH INTERIOR AND EXTERIOR IMAGES.

AS CALIFORNIA'S DEMOGRAPHICS CHANGE, WE CONTINUE TO ATTRACT AND INSPIRE VISITORS WHO REFLECT THE NEW FACE OF THE STATE. IN 2014, 27 PERCENT OF ALL AQUARIUM VISITORS FROM CALIFORNIA WERE HISPANIC - NEARLY A 50 PERCENT INCREASE SINCE 2012. MARKET RESEARCH INDICATES THE AQUARIUM HAS THE HIGHEST FAVORABILITY RANKING BY HISPANIC AUDIENCES AMONG CALIFORNIA NON-PROFIT VISITOR-SERVING ORGANIZATIONS WITH AN ANNUAL ATTENDANCE OF 1 MILLION OR HIGHER.

IN 2014, THE AQUARIUM ADMITTED 108,259 PEOPLE IN OUR COMMUNITY FREE OF CHARGE, A 51 PERCENT INCREASE OVER 2013. THESE GUESTS INCLUDED UNDERSERVED AUDIENCES VISITING THROUGH OUR FREE TO LEARN (12,904 VISITORS), SHELF TO SHORE (30,123), STUDENT OCEAN STEWARDS (1,589) AND ANNUAL COMMUNITY OPEN HOUSE (63,643) PROGRAMS. WE EXPANDED OUR COMMUNITY OPEN HOUSE IN 2014 TO INCLUDE RESIDENTS OF SANTA CRUZ AND SAN BENITO COUNTIES, AND INTRODUCED THE NEW APPROACH TO TRI-COUNTY RESIDENTS BY OFFERING A ONE-TIME EVENT IN FEBRUARY IN ADDITION TO THE ANNUAL DECEMBER

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EVENT.

MEMBERSHIP HOUSEHOLDS TOTALED 76,708 AND MEMBERSHIP VISITS EXCEEDED 500,000 AS OF DECEMBER 31, 2014. IN ADDITION TO THE ESSENTIAL PROCESSING AND CUSTOMER SERVICE FUNCTIONS, MEMBERSHIP SERVICES HOSTS SEVERAL 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 AND TARGETED MONTHLY E-NEWSLETTERS. MEMBERSHIP SERVICES INCLUDE OTHER EFFORTS TO SERVE, RETAIN AND COMMUNICATE WITH MEMBERS ABOUT OUR CONSERVATION MISSION.

THE AQUARIUM'S OVERALL OUTREACH WOULDN'T HAVE THE IMPACT IT DOES WITHOUT THE DEDICATION OF OUR MANY VOLUNTEERS, WHO DO MORE THAN MAKE THE AQUARIUM BETTER - THEY MAKE OUR WORK POSSIBLE. FOR EACH STAFF MEMBER, WE HAVE TWO VOLUNTEERS SHARING THEIR ENERGY AND ENTHUSIASM FOR THE OCEAN. IN 2014, APPROXIMATELY 1,260 INDIVIDUALS VOLUNTEERED NEARLY 160,000 HOURS OF THEIR TIME. OVER OUR 30 YEARS, WE'VE HAD THE SUPPORT OF 9,000 VOLUNTEERS WHO DEVOTED MORE THAN 3.6 MILLION HOURS, WORKING WITH VISITORS AND BEHIND THE SCENES.

FAMILY OR BUSINESS RELATIONSHIPS AMONG OFFICERS, TRUSTEES & KEY EMPLOYEES  
FORM 990, PART VI, SECTION A, LINE 2:

TRUSTEES JULIE PACKARD AND SUSAN ORR ARE SISTERS. CHRIS SCHOLIN, A TRUSTEE, IS THE CEO OF MONTEREY BAY AQUARIUM RESEARCH INSTITUTE ("MBARI"), OF WHICH JULIE PACKARD AND BARBARA WRIGHT ARE BOARD MEMBERS.

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## FORM 990 REVIEW PROCESS

FORM 990, PART VI, SECTION A, 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 AND PROVIDED TO EACH MEMBER OF THE BOARD FOR REVIEW PRIOR TO FILING.

## MONITORING AND ENFORCEMENT OF CONFLICT OF INTEREST POLICY

FORM 990, PART VI, SECTION B, LINE 12C:

THE AQUARIUM REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICIES, INCLUDING ASSURING THE ONGOING EFFECTIVENESS OF THE POLICIES

TRUSTEES AND OFFICERS CONFLICT OF INTEREST POLICY -- THE EXECUTIVE DIRECTOR'S OFFICE ASSURES THAT ALL DISCLOSURES FORMS (AND MITIGATION PLANS, IF APPLICABLE) HAVE BEEN RECEIVED BY JANUARY 31 OF EACH YEAR FROM ALL TRUSTEES AND OFFICERS, PREPARES A SUMMARY OF DISCLOSURES, AND FORWARDS THE COMPLETED FORMS AND THE SUMMARY TO THE AQUARIUM'S CONFLICTS REVIEW PANEL, CONSISTING OF THE EXECUTIVE DIRECTOR, LEGAL COUNSEL, VP OF HUMAN RESOURCES, AND CHIEF FINANCIAL OFFICER ("CFO"). TRUSTEES AND OFFICERS ALSO ACKNOWLEDGE RECEIPT AND UNDERSTANDING OF THE AQUARIUM'S CONFLICT OF INTEREST 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

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EFFECTIVENESS OF THE PROCESS. THE CFO ASSURES APPROPRIATE REPORTING TO THE EXTERNAL AUDITORS AND TAX FILINGS PREPARER. TRUSTEES AND OFFICERS HAVE A CONTINUING DUTY TO MAKE ADDITIONAL DISCLOSURES THROUGHOUT THE YEAR IF WARRANTED.

EMPLOYEES CODE OF ETHICAL CONDUCT POLICY -- THE VP OF HUMAN RESOURCES FORWARDS THE CODE, WHICH INCLUDES A SECTION ON CONFLICTS OF INTEREST, TO ALL MANAGERS IN EARLY JANUARY EACH YEAR, AND ASSURES THAT EACH MANAGER RESPONDS THAT THEY HAVE READ IT AND ARE IN COMPLIANCE BY JANUARY 31. MANAGERS ARE ALSO REQUIRED TO DISCLOSE ANY INTERESTS WHICH COULD GIVE RISE TO CONFLICT, AND TO ASSURE THAT ANY STAFF IN THEIR AREAS WITH INTERESTS WHICH COULD GIVE RISE TO CONFLICT HAS DONE THE SAME. DISCLOSURES (AND MITIGATION PLANS, IF APPLICABLE) ARE REVIEWED BY THE EXECUTIVE DIRECTOR, VP OF HUMAN RESOURCES AND CFO BY MARCH. THIS TEAM ALSO EVALUATES THE EFFECTIVENESS OF THE PROCESS. THE CFO ASSURES APPROPRIATE REPORTING TO THE EXTERNAL AUDITORS AND TAX FILINGS PREPARER. EMPLOYEES HAVE A CONTINUING DUTY TO MAKE ADDITIONAL DISCLOSURES THROUGHOUT THE YEAR IF WARRANTED.

PROCESS FOR DETERMINING COMPENSATION OF CEO, OFFICERS, AND KEY EMPLOYEES FORM 990, PART VI, SECTION B, LINES 15A AND 15B:

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

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THE CEO TO THE BOARD. THE COMMITTEE OBTAINS AND REVIEWS MARKET SURVEY DATA FROM SEVERAL INDEPENDENT ORGANIZATIONS (IN 2014 THIS WAS SEVERAL 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 KEY EMPLOYEES. 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.

DOCUMENTS MADE AVAILABLE TO THE PUBLIC  
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

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PROVIDED UPON REQUEST WITHIN TWO BUSINESS DAYS.

OTHER CHANGES IN NET ASSETS

FORM 990, PART XI, LINE 9:

IMPAIRMENT OF REAL ESTATE: (\$285,000)

REVERSAL OF PRIOR YEAR PLEDGE: (\$6,672)

ATTACHMENT 1

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
GUEST SERVICES - SEE SCHEDULE O	43,480.	16,288,120.	907,407.
TOTALS	<u>43,480.</u>	<u>16,288,120.</u>	<u>907,407.</u>

ATTACHMENT 2

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
IMPACTS RESEARCH & DEVELOPMENT 3720 FALCON RIEDGE DRIVE MEDINA, OH 44256	MARKET RESEARCH	3,171,000.
CHEMISTRY CLUB "DBA" 451 PACIFIC AVENUE SAN FRANCISCO, CA 94133	ADVERTISING	2,775,604.
STOCKER & ALLAIRE 21B MANDEVILLE COURT MONTEREY, CA 93940	CONSTRUCTION	735,792.
SAN JOSE CONSTRUCTION CO. 1000 MUNRAS AVE, SUITE 100 MONTEREY, CA 93940	CONSTRUCTION	462,345.
FRANK M BOOTH, INC. 222 THIRD STREET MARYSVILLE, CA 95901	CONSTRUCTION	381,792.

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2014**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

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

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

(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 77-0569564 99 PACIFIC STREET MONTEREY, CA 93940	PROPERTY MGMT	CA	501(C)(3)	11-I	MBAF	X	
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2014

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									



**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.

	Yes	No
<b>1</b> 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?		
<b>a</b> Receipt of <b>(i)</b> interest, <b>(ii)</b> annuities, <b>(iii)</b> royalties, or <b>(iv)</b> rent from a controlled entity . . . . .		X
<b>b</b> Gift, grant, or capital contribution to related organization(s) . . . . .		X
<b>c</b> Gift, grant, or capital contribution from related organization(s) . . . . .	X	
<b>d</b> Loans or loan guarantees to or for related organization(s) . . . . .		X
<b>e</b> Loans or loan guarantees by related organization(s) . . . . .		X
<b>f</b> Dividends from related organization(s) . . . . .		
<b>g</b> Sale of assets to related organization(s) . . . . .		X
<b>h</b> Purchase of assets from related organization(s) . . . . .		X
<b>i</b> Exchange of assets with related organization(s) . . . . .		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) . . . . .		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) . . . . .		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) . . . . .		X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) . . . . .		X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) . . . . .	X	
<b>o</b> Sharing of paid employees with related organization(s) . . . . .		X
<b>p</b> Reimbursement paid to related organization(s) for expenses . . . . .		X
<b>q</b> Reimbursement paid by related organization(s) for expenses . . . . .	X	
<b>r</b> Other transfer of cash or property to related organization(s) . . . . .		X
<b>s</b> Other transfer of cash or property from related organization(s) . . . . .		X

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) MONTEREY BAY AQUARIUM SUPPORT SERVICES	C	834,313.	RECORDED VALUE
(2) MONTEREY BAY AQUARIUM SUPPORT SERVICES	Q	37,967.	COST
(3)			
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

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**Part VII** **Supplemental Information**

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

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