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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply Initial return Final return ☒ Amended return Address change Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

SEAWORLD & BUSCH GARDENS CONSERVATION

Number and street (or P O box number if mail is not delivered to street address)

P O BOX 387 SL-MO-T16T

City or town, state, and ZIP code

SAINT LOUIS, MO 63166-0387

A Employer identification number

11-3692807

B Telephone number (see the instructions)

(314) 418-2168

C If exemption application is pending, check here . . . ▶

D 1 Foreign organizations, check here ▶

2 Foreign organizations meeting the 85% test,
check here and attach computation ▶H Check type of organization ☒ Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at end
of year (from Part II, col (c),
line 16) ▶ \$

768,405

J Accounting method ☒ Cash

Accrual

Other (specify)

(Part I, column (d) must be on cash basis)

E If private foundation status was terminated
under section 507(b)(1)(A), check here ▶F If the foundation is in a 60-month termination
under section 507(b)(1)(B) check here ▶

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b) (c) and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	1,499,866			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . .				
3	Interest on savings and temporary cash investments	24,430	24,430		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,524,296	24,430		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	4,340	3,906		
17	Interest				
18	Taxes (attach schedule) (see the instructions)	317	317		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	65	65		
24	Total operating and administrative expenses. Add lines 13 through 23	4,722	4,288		434
25	Contributions, gifts, grants paid	1,668,572			1,668,572
26	Total expenses and disbursements. Add lines 24 and 25	1,673,294	4,288		1,669,006
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	(148,998)			
b	Net investment income (if negative, enter -0-)		20,142		
c	Adjusted net income (if negative, enter -0-)				0

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
A s s e t s	1	Cash -non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	923,903	768,405	768,405	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	923,903	768,405	768,405		
L i a b i l i t i e s	17	Accounts payable and accrued expenses	3,000	3,000		
	18	Grants payable	31,500	25,000		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	34,500	28,000		
N e t A s s e t B a l a n c e s		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	889,403	740,405		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)	889,403	740,405		
	31	Total liabilities and net assets/fund balances (see the instructions)	923,903	768,405		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	889,403
2	Enter amount from Part I, line 27a	2	(148,998)
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	740,405
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	740,405

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse or common stock 200 shs MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (yr., mo., day)	(d) Date sold (yr., mo., day)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	1,436,650		
2006	923,771		
2005	654,045		
2004	511,394		
2003			

2 Total of line 1, column (d)	2	0.0
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	795,508
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	201
7 Add lines 5 and 6	7	201
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	1,669,006

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	201
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	201
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	201
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	500
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	500
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	299
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input checked="" type="checkbox"/> 299 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II col (c), and Part XV . . .	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input checked="" type="checkbox"/> DE <input checked="" type="checkbox"/> MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address SWBGCONSERVATIONFUND.ORG	13	X	
14	The books are in care of US BANK TRUST DEPARTMENT Located at P O BOX 387 SL-MO-T16T SAINT LOUIS, MO	Telephone no	314-418-2168	
		ZIP+4	63166-0587	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the year			15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	Yes	X No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes	X No
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see the instructions)?		5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If you answered "Yes" to 6b, also file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See 990_OFOV				
US BANK TRUST DEPARTMENT P O BOX 387 SL-MO-T16T, MO 63166	CUSTODIAN 5	STMA01 4,340	0	0
VIRGINIA BUSCH 423 LYNCH ST BLDG 260-2, MO 63118	PRESIDENT 5	0	0	0
BRADLEY F ANDREWS 9205 SOUTH PARK CENTER LOOP, FL 32819	VICE PRESIDENT 5	0	0	0
HOWARD DEMSKY 9205 SOUTH PARK CENTER LOOP, FL 32819	TREASURER 5	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see the instructions).

If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	0
3	
4	

Part IX-B Summary of Program-Related Investments (see the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	0
All other program-related investments. See the instructions.	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	807,622
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	807,622
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	807,622
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see the instructions)	4	12,114
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	795,508
6	Minimum investment return. Enter 5% of line 5	6	39,775

Part XI Distributable Amount (see the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	39,775
2a	Tax on investment income for 2008 from Part VI, line 5	2a	201
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	201
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,574
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	39,574
6	Deduction from distributable amount (see the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	39,574

Part XII Qualifying Distributions (see the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,669,006
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,669,006
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see the instructions)	5	201
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,668,805

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				39,574
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004	511,394			
c From 2005	654,045			
d From 2006	923,771			
e From 2007	1,436,967			
f Total of lines 3a through e	3,526,177			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 1,669,006				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see the instructions)				
c Treated as distributions out of corpus (Election required - see the instructions)				
d Applied to 2008 distributable amount				39,574
e Remaining amount distributed out of corpus . . .	1,629,432			
5 Excess distributions carryover applied to 2008 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 .	5,155,609			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	5,155,609			
10 Analysis of line 9				
a Excess from 2004	511,394			
b Excess from 2005	1,165,439			
c Excess from 2006	2,089,210			
d Excess from 2007	3,526,177			
e Excess from 2008	5,167,110			

Part XIV Private Operating Foundations (see the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE ,

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE ,

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

990APP

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADZICELS HAPPY HOME FOUNDATION P O BOX HH-341 HOHOE Honduras	NONE	EXEMPT	GENERAL	5,000
AFRICAN WILDLIFE CONSERVATION 10564 NW 57TH ST DORAL FL 33178-6629	NONE	EXEMPT	GENERAL	6,000
AFRICAN WILDLIFE FOUNDATION 1400 16TH ST NW WASHINGTON DC 20036	NONE	EXEMPT	GENERAL	10,000
AMAZON CONSERVATION ASSOC 1731 CONNETICUT AVE NW THIRD F WASHINGTON DC 20009	NONE	EXEMPT	GENERAL	10,000
AMERICAN BIRD CONSERVANCY P O BOX 249 THE PLAINS VA 20198	NONE	EXEMPT	GENERAL	10,000
ANDEAN CAT ALLIANCE AV EJERCITO N 1349	NONE	EXEMPT	GENERAL	5,000
ANNE K TAYLOR FUND 2724 ARVIN ROAD Billings MT 59102	NONE	EXEMPT	GENERAL	10,000
AQUARIUM OF THE PACIFIC 100 AQUARIUM WAY Long Beach CA 90802	NONE	EXEMPT	GENERAL	10,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ASSOCIACION JUVENIL KAWAK JR LEONCIO PRADO 156	NONE	EXEMPT	GENERAL	5,000
ASSOCIATED SCIENTIST AT WOODS P O BOX 721 Woods Hole MA 02543	NONE	EXEMPT	GENERAL	10,000
AUDUBON CENTER FOR BIRDS OF PR 1101 AUDUBON WAY Maitland FL 32751	NONE	EXEMPT	GENERAL	10,000
AUDUBON NORTH CAROLINA 123 KINGSTON DR STE 206 A Chapel Hill NC 27514	NONE	EXEMPT	GENERAL	10,000
BIOTROPICOS INSTITUTO DE PESQU AVENIDA DO CONTOMO 9215 SALA 7 Belgium	NONE	EXEMPT	GENERAL	10,000
BIRD TREATMENT and LEARNING CTR 6132 NIELSON WAY Anchorage AK 99518	NONE	EXEMPT	GENERAL	5,000
BONAVA WILDLIFE CONSERVATION C P O BOX 338 Bulgaria	NONE	EXEMPT	GENERAL	5,000
BONOBO CONSERVATION INTIATIVE 2701 CONNECTICUT AVE NW STE 70 Washington DC 20008	NONE	EXEMPT	GENERAL	15,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CALIFORNIA WILDLIFE CENTER 26026 PIUMA ROAD Calabasas CA 91302	NONE	EXEMPT	GENERAL	5,000
CALIFORNIA WOLF CTR MEXICAN WO P O BOX 1389 Julian CA 92036-1389	NONE	EXEMPT	GENERAL	10,000
CARDIFF UNIVERSITY BIOMEDICAL SCIENCES BLDG Canada	NONE	EXEMPT	GENERAL	15,000
CAT ACTION TREASURY SNOW LEOPA 18030 COMSTOCK AVE Sonoma CA 95476	NONE	EXEMPT	GENERAL	5,000
CAT BA LANGUR CONSERVATION SENTRUPER STRABE 315 Oman	NONE	EXEMPT	GENERAL	10,000
CHANNEL ISLANDS MARINE and WILDL 608 DE LA VISTA AVE Santa Barbara CA 93103	NONE	EXEMPT	GENERAL	5,000
CHEETAH CONSERVATION FUND P O BOX 1755	NONE	EXEMPT	GENERAL	15,000
COMMUNITY CENTRED CONSERVATION C3-INDIAN OCEAN Albania	NONE	EXEMPT	GENERAL	5,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CONSERVATION FOUNDATION CAMERO P O BOX 396 Bahrain	NONE	EXEMPT	GENERAL	10,000
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE STE 500 Arlington VA 22202	NONE	EXEMPT	GENERAL	40,000
DEFENDERS OF WILDLIFE 1130 17TH STREET NW Washington DC 20016	NONE	EXEMPT	GENERAL	25,000
NATURE RESEARCH DEVELOPMENT GAIKHUR VDC WARD NO 1 Portugal	NONE	EXEMPT	GENERAL	8,870
DURRELL INSTITUTE OF CONSERVAT UNIVERSITY OF KENT Canada	NONE	EXEMPT	GENERAL	10,000
DURRELL WILDLIFE CONSERVATION LES AUGRES MANOR Jersey	NONE	EXEMPT	GENERAL	10,000
EARTHWATCH INSTITUTE 3 CLOCK TOWER PLACE STE 100 Maynard MA 01754	NONE	EXEMPT	GENERAL	33,644
ECKERD COLLEGE 4200 54 TH AVE S Saint Petersburg FL 33711	NONE	EXEMPT	GENERAL	9,002
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ECOGARDEN P O BOX 27 Kenya	NONE	EXEMPT	GENERAL	10,000
ENDANGERED WILDLIFE TRUST PRIVATE BAG X11 Paraguay	NONE	EXEMPT	GENERAL	10,000
FAUNA and FLORA INTERNATIONAL 1720 N STREET NW Washington DC 20036	NONE	EXEMPT	GENERAL	55,000
FRIENDS OF BONOBOS 3125 HOLMES AVE APT 302 Minneapolis MN 55408	NONE	EXEMPT	GENERAL	10,000
FRIENDS OF CONSERVATION 1520 KENSINGTON RD 212 Oak Brook IL 60523	NONE	EXEMPT	GENERAL	5,000
FUNDACION SANTA MARTHA P O BOX 16-01-703 Guinea-Bissau	NONE	EXEMPT	GENERAL	10,000
GOLDEN LION TAMARIN ASSOC P O BOX 109968 Canada	NONE	EXEMPT	GENERAL	5,000
GREEN BALKANS STARA ZAGORA 9 STARA PLANINA STREET St. Lucia Island	NONE	EXEMPT	GENERAL	12,700
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
GREVYS ZEBRA TRUST P O BOX 15351	NONE	EXEMPT	GENERAL	10,000
HEALTH IN HARMONY 6114 LA SALLE AVENUE STE 752 Oakland CA 94611	NONE	EXEMPT	GENERAL	10,000
HILLSBOROUGH EDUCATION FOUNDAT 2010 E HILLSBOROUGH AVE STE 21 Tampa FL 33610	NONE	EXEMPT	GENERAL	5,000
HOUSTON ZOO 1513 N MAC GREGOR Houston TX 77030	NONE	EXEMPT	GENERAL	4,600
HUBBS SEAWORLD RESEARCH INSTIT 2595 INGRAHAM STREET San Diego CA 92109	NON	EXEMPT	GENERAL	15,000
HUBBS SEAWORLD RESEARCH INSTIT 6295 SEA HARBOR DRIVE Orlando FL 32821-8043	NONE	EXEMPT	GENERAL	10,000
HUTAN AUSTRAL PARK LORONG 10	NONE	EXEMPT	GENERAL	15,000
INSTITUTE OF FORESTRY POKHARA ANNAPURNA MARG WARD NO 15 Portugal	NONE	EXEMPT	GENERAL	5,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
INSTITUTE OF OCEANOGRAPHY 01 CAU DA Vanuatu	NONE	EXEMPT	GENERAL	6,553
INSTITUTE OF TROPICAL BIOLOGY 85 TRAN QUOC TOAN ST DISTRICT Honduras	NONE	EXEMPT	GENERAL	10,000
INSTITUTO ALBATROZ AVENIDA DOS BANCAROS 76 Saudi Arabia	NONE	EXEMPT	GENERAL	10,000
INSTITUTO UIRACU AV DOS PIONEIROS 312 Canada	NONE	EXEMPT	GENERAL	10,000
INTERNATIONAL RHINO FOUNDATION 581705 WHITE OAK RD Yulee FL 32097	NONE	EXEMPT	GENERAL	15,000
IPE INSTITUTO DE PESQUISAS RUA TIRADENTES 759 CENTRO Colombia	NONE	EXEMPT	GENERAL	10,000
IUCN THE WORLD CONSERVATION UN 28 RUE MAUVERNEY Greenland	NONE	EXEMPT	GENERAL	10,000
IZAAK WALTON LEAGUE OF AMERICA 707 CONSERVATION LANE Silver Spring MD 20902	NONE	EXEMPT	GENERAL	10,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
LAMBI FUND OF HAITI P O BOX 18955 Washington DC 20036	NONE	EXEMPT	GENERAL	10,000
MADAGASIKARA VOAKAJY B P 5181 Madagascar	NONE	EXEMPT	GENERAL	9,280
MARTYR SAROJ MEMORIAL CLUB SAHID SAROJ SMRITI CLUB Niue	NONE	EXEMPT	GENERAL	10,000 5,000
MINTON FARM ANIMAL RESCUE CTR 56 MURRAYS ROAD COROMANDEL VAL	NONE	EXEMPT	GENERAL	10,000
MORRIS ANIMAL FOUNDATION 10200 EAST GIRARD AVE STE B430 Denver CO 80231	NONE	EXEMPT	GENERAL	7,629
MOUNTAIN GORILLA VETERINARY PR DRUID HILL PARK Baltimore MD 21217	NONE	EXEMPT	GENERAL	15,000
NATIONAL AUDUBON SOCIETY 159 SAPSUCKER WOODS ROAD Ithaca NY 14850	NONE	EXEMPT	GENERAL	10,000
NATIONAL WILDLIFE FEDERATION 44 EAST AVENUE STE 200 Austin TX 78701	NONE	EXEMPT	GENERAL	10,000
Total				3a
b Approved for future payment				
Total				3b

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NATIONAL WILDLIFE FEDERATION 240 N HIGGINS Missoula MT 59802	NONE	EXEMPT	GENERAL	5,000
NORTHWEST STRAITS MARINE CONSE 10441 BAYVIEW EDISON RD Mount Vernon WA 98273-9668	NONE	EXEMPT	GENERAL	10,000
OCEAN TRUST 11921 FREEDOM DR STE 550 Reston VA 20190	NONE	EXEMPT	GENERAL	10,000
OHIO WILDLIFE CENTER 6131 COOK ROAD Powell OH 43065	NONE	EXEMPT	GENERAL	5,000
ONG AZAFADY AZAFADY LTD STUDIO 7 1A BEETHO Slovakia	NONE	EXEMPT	GENERAL	10,000
ORANGUTAN CONSERVANCY 3215 SE SALMON STREET Portland OR 97214	NONE	EXEMPT	GENERAL	5,000
PAINTED DOG CONSERVATION 25745 BASSETT LANE Los Altos CA 94022	NONE	EXEMPT	GENERAL	15,000
PAN AFRICAN SANCTUARY ALLIANCE 3215 SE SALMON STREET Portland OR 97214	NONE	EXEMPT	GENERAL	18,283
Total			▶ 3a	
b Approved for future payment				
Total			▶ 3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PANAMERICAN CONSERVATION ASSOC LOCAL 354 CALLE ALBERTO ORIOL Paraguay	NONE	EXEMPT	GENERAL	10,000
PEOPLE AND PREDATORS FUND 19 PHEASANT HILL DR Far Hills NJ 07931	NONE	EXEMPT	GENERAL	20,000
PHILIPPINE EAGLE FOUNDATION VAL LEARNING VILLAGE RUBY ST Denmark	NONE	EXEMPT	GENERAL	10,000
PRETOMA APDO 1203-1100 Tajikistin	NONE	EXEMPT	GENERAL	10,000
PROJECT BIRD WATCH 4613 121ST AVENUE SE Bellevue WA 98006	NONE	EXEMPT	GENERAL	15,000
PROPENINSULA P O BOX 3953 San Diego CA 92163	NONE	EXEMPT	GENERAL	6,500
PROYECTO TITI 25745 BASSETT LANE Los Altos CA 94022	NONE	EXEMPT	GENERAL	12,800
RAINFOREST ALLIANCE INC 665 BROADWAY STE 500 New York NY 10012	NONE	EXEMPT	GENERAL	25,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
RAINFOREST2REEF P O BOX 735 Tahoe City CA 96145	NONE	EXEMPT	GENERAL	10,000
RESEARCH CTR FOR ENVIRONMENTAL CRA 1 OESTE 9-89 AP 301 Colombia	NONE	EXEMPT	GENERAL	5,000
RESTORE AMERICAS ESTUARIES 600 1ST AVE STE 536 Seattle WA 98104-2229	NONE	EXEMPT	GENERAL	14,000
RHINO FUND UGANDA P O BOX 71020 Uganda	NONE	EXEMPT	GENERAL	10,000
RUPUNUNI LEARNERS FOUNDATION 3650 JUNIATA STREET Saint Louis MO 63116	NONE	EXEMPT	GENERAL	5,000
SAN DIEGO TURTLE and TORTOISE SO 4835 NARRAGANSETT AVE San Diego CA 92107	NONE	EXEMPT	GENERAL	6,220
SAN DIEGO ZOO P O BOX 551 San Diego CA 92112-0551	NONE	EXEMPT	GENERAL	10,000
SAVE THE ELEPHANTS 25745 BASSETT LANE Los Altos CA 94022	NONE	EXEMPT	GENERAL	15,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SNOW LEOPARD TRUST 4649 SUNNYSIDE AVE NORTH STE 3 Seattle WA 98103	NONE	EXEMPT	GENERAL	19,200
THE AUSTRALIAN NATL UNIV COLLEGE OF SCIENCE and RESEARCH Austria	NONE	EXEMPT	GENERAL	10,000
THE CHIMPANZEE SANCTUARY P O BOX 884 Uganda	NONE	EXEMPT	GENERAL	10,000
THE FLORIDA AQUARIUM 701 CHANNELSIDE DRIVE Tampa FL 33602	NONE	EXEMPT	GENERAL	5,000
THE MABULA GROUND HORNBILL RES P O BOX 0480 Somalia	NONE	EXEMPT	GENERAL	10,000
THE NATURE CONSERVANCY P O BOX 660 1899 CONSTITUTION Belgium	NONE	EXEMPT	GENERAL	10,000
THE NATURE CONSERVANCY 711 NAVARRO STE 410 San Antonio TX 78205	NONE	EXEMPT	GENERAL	15,000
OCEAN CONSERVANCY 1300 19TH ST NW STE 800 Washington DC 20036	NONE	EXEMPT	GENERAL	10,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
THE WILDLIFE CTR OF VA 1800 SOUTH DELPHINE AVE Waynesboro VA 22980	NONE	EXEMPT	GENERAL	10,000
TREES FOR THE FUTURE 9000 16TH ST Silver Spring MD 20910	NONE	EXEMPT	GENERAL	10,800
TRIBHUVAN UNIVERSTIY NEPAL POB NO 203 Nlue	NONE	EXEMPT	GENERAL	9,000
TUSK TRUST 5 TOWNBRIDGE HOUSE HIGH ST Estonia	NONE	EXEMPT	GENERAL	37,772
UGANDA CONSERVATION FOUNDATION P O BOX 34020 Uganda	NONE	EXEMPT	GENERAL	26,000
UNIVERSITY OF CENTRAL FL 4000 CENTRAL FLORIDA BLVD Orlando FL 32816-2368	NONE	EXEMPT	GENERAL	12,435
UNIVERSITY OF ILLINOIS AT URBA 1901 S FIRST ST STE A Champaign IL 61820	NONE	EXEMPT	GENERAL	10,000
UNIVERSITY OF MIAMI 4600 RICKENBACKER CAUSEWAY Key Biscayne FL 33149	NONE	EXEMPT	GENERAL	5,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF SYDNEY 2595 INGRHAM STREET San Diego CA 92109	NONE	EXEMPT	GENERAL	10,000
WETLAND FRIENDS OF NEPAL BAGLUNG MUNICIPALITY 1 Nlue	NONE	EXEMPT	GENERAL	10,170
WIDER CARIBBEAN SEA TURTLE IN 135 DUKE MARINE LAB RD Beaufort NC 28516	NONE	EXEMPT	GENERAL	35,000
WILD CAT CONSERVATION INC 100 EAST KIEBERG STE 200 Kingsville TX 78363	NONE	EXEMPT	GENERAL	10,000
WILDCOAST 925 SEACOAST DRIVE Imperial Beach CA 91932	NONE	EXEMPT	GENERAL	5,000
WILDFOWL and WETLANDS TRUST WWT SLIMBRIDGE United Kingdom	NONE	EXEMPT	GENERAL	7,340
WILDLIFE ALLIANCE 1600 K STREET NW STE 800 Washington DC 20006	NONE	EXEMPT	GENERAL	16,600
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD Bronx NY 10460	NONE	EXEMPT	GENERAL	32,500
Total			3a	
b Approved for future payment				
Total			3b	

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
WILDLIFE IN NEED FOUNDATION 7651 SANTOS RD Lompoc CA 93436	NONE	EXEMPT	GENERAL	12,575
WILDLIFE SOCIETY OF ORISSA SHANTIKUNJ LINK RD India	NONE	EXEMPT	GENERAL	10,000
WILDLIFE TRUST 460 WEST 34TH ST 17TH FL New York NY 10001	NONE	EXEMPT	GENERAL	35,000
WOODFORD CEDAR RUN WILDLIFE RE 4 SAAWMILL RD Medford NJ 08055	NONE	EXEMPT	GENERAL	5,000
WORLD WILDLIFE FUND 1250 24TH ST NW Washington DC 20037	NONE	EXEMPT	GENERAL	80,000
YOUTHLINK KENYA P O BOX 1780 Washington DC 20037	NONE	EXEMPT	GENERAL	10,000
ZOO OUTREACH ORGANIZATION 120 NE 2ND AVE PO BOX 1511 High Springs FL 32655-1511	NONE	EXEMPT	GENERAL	10,000
ZOOLOGICAL SOCIETY OF SAN DIEG BECKMAN CTR FOR CONSERVATION Escondido CA 92027	NONE	EXEMPT	GENERAL	5,000
Total			3a	
b Approved for future payment				
Total			3b	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
INTERNATIONAL BIRD RESCUE RESE P O BOX 100 Long Beach CA 90802	NONE	EXEMPT	GENERAL	5,000
CAMERON WILDLIFE SOCIETY P O BOX 100 Long Beach CA 90802	NONE	EXEMPT	GENERAL	7,600
FAUNA and FLORA INTL 1720 N ST NW Washington DC 20036	NONE	EXEMPT	GENERAL	15,000
ENVIRONMENTAL EXCELLANCE AWARD 1400 16TH ST Washington DC 20036	NONE	EXEMPT	GENERAL	95,000
Total			▶ 3a	1,668,573 1,663,873
b Approved for future payment				
Total			▶ 3b	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

Employer identification number

SEAWORLD & BUSCH GARDENS CONSERVATION

11-3692807

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SEAWORLD & BUSCH GARDENS CONSERVATION	Employer identification number 11-3692807
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BUSCH ENTERTAINMENT CORP 231 SOUTH BEMISTON CLAYTON, MO 63105	\$ 851,334	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
2	STIFEL NICOLAUS 500 NORTH BROADWAY SAINT LOUIS, MO 63102	\$ 25,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
3	ANHEUSER BUSCH COMPANIES INC ONE BUSCH PLACE SAINT LOUIS, MO 63118	\$ 35,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
4	THE PHILANTHROPIC COLLABORATIVE 437 MADISON AVENUE New York, NY 10022	\$ 30,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
5	SUNCOAST BEVERAGE SALES LTD 2996 HANSON STREET Fort Myers, FL 33916	\$ 10,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
6	BERNIE LITTLE DISTRIBUTORS P O BOX 1128 Eaton Park, FL 33840	\$ 20,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)

Name of organization SEAWORLD & BUSCH GARDENS CONSERVATION	Employer identification number 11-3692807
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	VIRGIL G PELHAM 3601 REGENT BLVD Jacksonville, FL 32224	\$ 5,000	Person <input checked="" type="checkbox"/> X Payroll Noncash (Complete Part II if there is a noncash contribution)
8	PETER W BUSCH FAMILY FOUNDATION P O BOX 12429 Fort Pierce, FL 34979-2429	\$ 5,000	Person <input checked="" type="checkbox"/> X Payroll Noncash (Complete Part II if there is a noncash contribution)
9	SERGEANTS PET CARE PRODUCTS 2625 S 158TH PLZ Omaha, NE 68130	\$ 12,000	Person <input checked="" type="checkbox"/> X Payroll Noncash (Complete Part II if there is a noncash contribution)
10	DAYTONA INTERNATIONAL SPEEDWAY P O BOX 2801 Daytona Beach, FL 32120-2801	\$ 5,000	Person <input checked="" type="checkbox"/> X Payroll Noncash (Complete Part II if there is a noncash contribution)
11	AMERICAN EXPRESS 20802 NORTH 19TH AVENUE A-06 Phoenix, AZ 85027	\$ 139,977	Person <input checked="" type="checkbox"/> X Payroll Noncash (Complete Part II if there is a noncash contribution)
12	DISNEY WORLDWIDE SERVICES INC P O BOX 10120 Orlando, FL 32830	\$ 5,000	Person <input checked="" type="checkbox"/> X Payroll Noncash (Complete Part II if there is a noncash contribution)

Name of organization

SEAWORLD & BUSCH GARDENS CONSERVATION

Employer identification number

11-3692807

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	PEPSI COLA 622 EMERSON RD STE 350 Saint Louis, MO 63141	\$ 25,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
14	MUNDO AQUATICO ESTRADA NACION 125 KM 65 Albania	\$ 20,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

Current Officers, Directors, Trustees, and Key Employees

1 List all officers, directors, trustees, and key employees for the year even if they were not compensated.

[illegible]

**Application for Extension of Time to File an
Exempt Organization Return**▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ▶ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization SEAWORLD & BUSCH GARDENS CONSERVATION	Employer identification number 11-3692807
	Number, street, and room or suite no. If a P O box, see instructions P O BOX 387 SL-MO-T16T	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAINT LOUIS, MO 63166-0387	

Check type of return to be filed (file a separate application for each return)

Form 990	Form 990-T (corporation)	Form 4720
Form 990-BL	Form 990-T (sec. 401(a) or 408(a) trust)	Form 5227
Form 990-EZ	Form 990-T (trust other than above)	Form 6069
X Form 990-PF	Form 1041-A	Form 8870

- The books are in the care of ▶ **US BANK TRUST DEPARTMENT P O BOX 387 SL-MO-T16T, MO 63166-0587**

Telephone No ▶ **314-418-2168**

FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension will cover

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08-17, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 - ▶ **X** calendar year 2008 or
 - ▶ tax year beginning _____, 20____, and ending _____, 20____

- If this tax year is for less than 12 months, check reason: Initial return ☐ Final return ☐ Change in accounting period ☐

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

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

Federal Supporting Statements**2008 PG 01**

Name(s) as shown on return

Your Social Security Number

SEAWORLD & BUSCH GARDENS CONSERVATION

11-3692807

**Form 990PF, Part XV, Line 2
Application Submission Information**

990APP

Grant Program

SEE ATTACHED STMT

Applicant Name

VIRGINIA BUSCH

Address

423 LYNCH ST BLDG 260-2

SAINT LOUIS MO 63118

Telephone

314-613-6081

Form & ContentGRANT APPLICATION FORM ATTACHED. ONLINE APPLICATIONS ARE ONLY
ACCEPTED.

APPLICATION CAN BE FOUND AT SWBG-CONSERVATIONFUND.ORG

Submission Deadline

NONE

Restrictions on Award

CONTRIBUTION GUIDELINES ARE ATTACHED

Federal Supporting Statements**2008 PG 01**

Name(s) as shown on return

FEIN

SEAWORLD & BUSCH GARDENS CONSERVATION

11-3692807

**Form 990PF, Part II, Line 10(b)
Investments: Corporate Stock Schedule**

Statement #137

<u>Category</u>	<u>BOY</u>	<u>Book Value</u>	<u>EOY FMV</u>
FIRST AMER PRIME OBL	<u>923,903</u>	<u>768,405</u>	<u>768,405</u>
Totals	<u>923,903</u>	<u>768,405</u>	<u>768,405</u>

US BANK TRUST DEPARTMENT

Explanation
TRUSTEE FEES

Federal Supporting Statements

2008 PG 01

Your Social Security Number

11-3692807

Name(s) as shown on return

SEAWORLD & BUSCH GARDENS CONSERVATION

Statement #103

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
WIRE FEES	65	65	0	0
Totals	65	65	0	0

PG 01

Statement #109

Form 990PF, Part I, Line 16(c) - Other Professional Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
TRUSTEE FEES	4,340	3,906	0	434
Totals	4,340	3,906	0	434

PG 01

Statement #110

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
TAXES	317	317	0	0
Totals	317	317	0	0

SeaWorld and Busch Gardens Conservation Fund
Statement of Net Assets
December 31, 2008 and 2007

	2008	2007
	(As Restated)	
Assets		
Cash	\$ 768,405	\$ 923,903
Total assets	<u>768,405</u>	<u>923,903</u>
Liabilities		
Grants payable	25,000	31,500
Accrued bank fees	<u>3,000</u>	<u>3,000</u>
Total liabilities	<u>28,000</u>	<u>34,500</u>
Net assets	<u>\$ 740,405</u>	<u>\$ 889,403</u>

The accompanying notes are an integral part of these financial statements

Date Rec'd _____
Agenda Date _____
Proposal ID: _____
Submitter ID _____

FUND

Applicant Information:

Name _____

Current Position/Title: _____

Institution _____

Address: _____

City: _____ State/Province: _____

Postcode: _____ Country: _____

Telephone _____ Fax: _____

E-mail. _____

Name of project: _____

Sum requested (US\$): _____ Total budget for Project (US\$): _____

Location of work: _____

Continent	Country	State	Locality

Start date of project: _____ End date of project: _____

Abstract (125-word maximum): _____

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

Additional Applicant Information:

Please attach your resume or curriculum vitae.

Current Institutional affiliations/degrees: _____

Grants received within the past 5 years (cite granting institution and US\$ amount): _____

Additional Project Participants:

Names:

Institutional affiliations/degrees:

Project Budget:

Amount requested (\$US): _____ Total budget (\$US): _____

Please attach copies of all permits/certifications required for your project.

Itemized budget for amount requested:

<u>Amount</u>	<u>Item(s)</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Amount and types of support already received for this project:

Amount: _____
Funding Agency: _____
Principle Investigator: _____
Title of Grant/Contract: _____
Type of Grant/Contract (Cash, in-Kind, etc.): _____

Amount: _____

Objectives:

Methodology:

Funding Agency: _____
Principle Investigator: _____
Title of Grant/Contract: _____
Type of Grant/Contract (Cash, In-Kind, etc.): _____

Amount: _____
Funding Agency: _____
Principle Investigator: _____
Title of Grant/Contract: _____
Type of Grant/Contract (Cash, In-Kind, etc.): _____

Amount: _____
Funding Agency: _____
Principle Investigator: _____
Title of Grant/Contract: _____
Type of Grant/Contract (Cash, In-Kind, etc.): _____

Support pending for this project:

Amount: _____
Funding Agency: _____
Principle Investigator: _____
Title of Grant/Contract: _____
Type of Grant/Contract (Cash, In-Kind, etc.): _____

Amount: _____

SeaWorld & Busch Gardens Conservation Fund
EIN 11-3692807

Exhibit B
Statement of Activities

The Fund acts exclusively in furtherance of charitable, scientific and educational purposes and, in particular, to support activities that contribute to the protection and preservation of wildlife around the world.

In furtherance, of its purposes, the Fund solicits grants and contributions from the general public, makes grants on a global basis to qualified charitable organizations and individual researchers, with an emphasis on wildlife conservation, animal rescue, habitat protection and environment education. It is anticipated that the bulk of grants will support species research and protection programs for endangered and at-risk terrestrial and marine wildlife.

The Fund also makes eight (8) annual "Environmental Excellence Awards" to schools in recognition of outstanding environmental projects. All Kindergarten-12 schools in the United States and Canada are eligible to apply. Each recipient school receives \$10,000, which is intended to enable the recipient school to continue its environmental project.

The Fund publicizes the availability of the Environmental Excellence Awards in national education magazines, such as *Teaching K-8* and *Science Journal*, as well as on the Funds' website. Recipients of the Environment Excellence awards will be selected by a panel composed of one representative from each of the Funds' environmental partners: Conservation International Foundation, The Hubbs-Sea World Research Institute, Isaak Walton League of America, National Geographic Society, Nature Conservancy, Inc., National Fish and Wildlife Foundation, National Wildlife Federation, and World Wildlife Fund.

In addition, one teacher from a recipient school will be selected annually for the \$5,000 "Outstanding Environmental Educator Award." This award is described in Exhibit F.

SeaWorld & Busch Gardens Conservation Fund
EIN 11-3692807

Exhibit F

Grants and Awards to Individuals

Grants:

In furtherance of the Fund's commitment to the conservation, protection and enhancement of animal species and education regarding the same, the Fund will make grants, on a competitive basis, in five areas: terrestrial species research; aquatic species research; habitat protection; animal rescue and rehabilitation; and education. Individual scientists will be eligible, although it is anticipated that most of the Fund's grantees will be Section 501(c)(3) public charities, such as nongovernmental institutions, universities and research institutes.

A sample grant application, which includes a statement of the Fund's nondiscrimination policy, is attached to this Exhibit F. Any grant that is made directly to an individual must be used exclusively to defray expenses incurred in connection with the activity for which the grant is made. There will be no expectation of repayment, except insofar as the granted funds are not expended for the specified purposes of the grant. Exhibit G sets forth the key terms of an agreement that each grantee will be expected to sign. Availability of grants will be publicized on the Fund's website and on its IRS Form 990PF.

Pursuant to the Fund's Bylaws, grants will be awarded by approval of a majority of a quorum of the Board.

Awards.

For the annual Outstanding Environmental Educator Award, the Fund will invite applications from teachers employed at the eight schools selected in a given year for an Environmental Excellence Award. The Environmental Excellence Awards are described in Exhibit B. The National Science Teachers Association ("NSTA") will review all applications for the Outstanding Environmental Educator Award, and the Fund (acting by majority vote of a quorum of the Board, as provided in the Bylaws) will make the award on the basis of NSTA's recommendation.

SeaWorld & Busch Gardens Conservation Fund
EIN 11-3692807

Exhibit G
Supervision of Grants to Individuals

Each individual grantee will be required to sign an agreement patterned on the expenditure responsibility agreement. Under this form of agreement, the grantee will be required:

- (a) to submit full and complete written annual reports within a reasonable time of the end of Fund's annual accounting period on the manner in which the grant funds are spent, compliance with the terms of the grant, and the progress made in accomplishing the purposes of the grant, and, upon completion of the use of the grant funds, to make within a reasonable time of the end of the Fund's annual accounting period in which use is completed, a full and complete final written report covering all expenditures made from the grant funds and the progress made towards the goals of the grant;
- (b) to repay to the Fund any portion of the amount granted or income arising from such amount which is not used for the specified purposes; and
- (c) not to use or apply any portion of the amount granted or income arising from such amount to carry on propaganda, or otherwise to attempt to influence legislation (within the meaning of section 4945(d)(1) of the Internal Revenue Code), or to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of section 4945(d)(2) of the Internal Revenue Code).

Reports by grantees will be reviewed by the appropriate officers or directors of the Fund, and site visits may be conducted in appropriate cases.