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Form **990****Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service**A For the 2008 calendar year, or tax year beginning** 12/31 2007, and ending 12/28, 2008

B Check, if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending	C Name of organization ZOOLOGICAL SOCIETY OF SAN DIEGO Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite POST OFFICE BOX 120551 City or town, state or country, and ZIP + 4 SAN DIEGO, CA 92112	D Employer identification number 95-1648219
	E Telephone number (619) 231-1515	G Gross receipts \$ 276,118,335.
	F Name and address of principal officer DOUGLAS MYERS, CEO POST OFFICE BOX 120551 SAN DIEGO, CA 92112	H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☒ No If "No" attach a list (see instructions)
	I Tax-exempt status ☒ 501(c) (3) ◀ (insert no) 4947(a)(1) or 527	H(c) Group exemption number ▶
J Website ▶ WWW.SANDIEGOZOO.ORG		
K Type of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶	L Year of formation 1916	M State of legal domicile CA

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities <u>THE ZOOLOGICAL SOCIETY OF SAN DIEGO IS A CONSERVATION, EDUCATION AND RECREATION ORGANIZATION DEDICATED TO THE REPRODUCTION, PROTECTION AND EXHIBITION OF ANIMALS, PLANTS AND THEIR HABITATS.</u>	
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its assets	
	3	Number of voting members of the governing body (Part VI, line 1a)	3 12
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 12
	5	Total number of employees (Part V, line 2a)	5 3,311
	6	Total number of volunteers (estimate if necessary)	6 600
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a 11,171,584.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b -963,509.	
Revenue	8	Contribution and grants (Part VIII, line 1h)	Prior Year 37,761,491. Current Year 33,161,014.
	9	Program service revenue (Part VIII, line 2g)	135,667,391. 145,364,550.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,950,682. 102,033.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	22,419,843. 14,082,895.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	203,799,407. 192,710,492.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	NONE 486,085.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	NONE NONE
Expenses	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	93,400,933. 97,811,963.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	406,117. 35,000.
	16b	Total fundraising expenses, Part IX, column (D), line 25 ▶ 3,679,386.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	81,640,007. 82,215,367.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	175,447,057. 180,548,415.
	19	Revenue less expenses Subtract line 18 from line 12	28,352,350. 12,162,077.
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)
21		Total liabilities (Part X, line 26)	104,495,531. 143,198,264.
22		Net assets or fund balances Subtract line 21 from line 20	282,704,517. 221,028,035.

Part II Signature Block

Sign Here	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		
	Signature of officer <i>Paula S. Brock</i> Type or print name and title PAULA S. BROCK	Date 12/3/09	
Paid Preparer's Use Only	Preparer's signature <i>Kucal</i>	Date 11-13-09	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP + 4 ERNST & YOUNG U.S. LLP 18111 VON KARMAN AVENUE, SUITE 1000 IRVINE, CA 92612	EIN ▶ 34-6565596	Phone no ▶ 949-794-2300

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2008)

Part III Statement of Program Service Accomplishments (see instructions)**1** Briefly describe the organization's mission:

THE ZOOLOGICAL SOCIETY OF SAN DIEGO IS A CONSERVATION, EDUCATION AND RECREATION ORGANIZATION DEDICATED TO THE REPRODUCTION, PROTECTION AND EXHIBITION OF ANIMALS, PLANTS AND THEIR HABITATS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes" describe these new services on Schedule O.**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code:) (Expenses \$ 141,901,379. including grants of \$ 230,085.) (Revenue \$ 136,599,645.)

OPERATION OF 2 ANIMAL EXHIBITION FACILITIES; THE SD ZOO AND THE SD ZOO'S WILD ANIMAL PARK. THE 100-ACRE ZOO IS HOME TO 4,000 RARE AND ENDANGERED ANIMALS AND CONTAINS A PROMINENT BOTANICAL COLLECTION WITH MORE THAN 700,000 PLANTS. THE WILD ANIMAL PARK IS AN 1800-ACRE WILDLIFE SANCTUARY, WITH OVER HALF OF THE PARK BEING SET ASIDE AS PROTECTED HABITATS.

4b (Code:) (Expenses \$ 17,046,000. including grants of \$ 256,000.) (Revenue \$ 8,498,297.)

CONSERVATION PROGRAMS THROUGH THE ZSSD'S INSTITUTE FOR CONSERVATION RESEARCH WHICH IS THE LARGEST ZOO-BASED MULTIDISCIPLINARY RESEARCH TEAM IN THE WORLD. THE INSTITUTE HAS GROWN TO INCLUDE INTERNATIONAL FIELD CONSERVATION PROGRAMS IN MORE THAN 35 COUNTRIES WORLDWIDE.

4c (Code:) (Expenses \$ 2,776,000. including grants of \$ NONE) (Revenue \$ 3,225,124.)

EDUCATIONAL PROGRAMS SUCH AS SCHOOL FIELD TRIPS, ASSEMBLY & CLASSROOM PROGRAMS, CLASSROOM KITS, CURRICULUM & ACTIVITIES, TEACHER WORKSHOPS, VIDEOCONFERENCING AND THE CANS FOR CRITTERS PROGRAM, WHICH IS A STUDENT CONSERVATION PROJECT.

4d Other program services. (Describe in Schedule O.)

(Expenses \$ NONE including grants of \$ NONE) (Revenue \$ NONE)

4e Total program service expenses ► \$ 161,723,379. (Must equal Part IX, Line 25, column (B))

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I	X	
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J	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? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	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>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	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>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	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>	37	X

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable.	1a 331	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b NONE	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 3,311	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country. ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a	Did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	X
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	X
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	X
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

Form 990 (2008)

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)**Section A. Governing Body and Management**

	Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions.		
1a Enter the number of voting members of the governing body	1a	12
b Enter the number of voting members that are independent	1b	12
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9a Does the organization have local chapters, branches, or affiliates?	9a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b	
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11	X

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision		
a The organization's CEO, Executive Director, or top management official?	15a	X
b Other officers or key employees of the organization?	15b	X
Describe the process in Schedule O. (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA, HI, NJ, NY,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► PAULA BROCK, CEO, 2920 ZOO DRIVE, SAN DIEGO, CA 92101
619-231-1515

Part VIII Statement of Revenue

95-1648219

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	1,365,012				
	d	Related organizations	1d					
	e	Government grants (contributions) . .	1e	2,044,891.				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	29,751,111.				
	g	Noncash contributions included in lines 1a-1f \$		329,346.				
	h	Total. Add lines 1a-1f		33,161,014.				
Program Service Revenue	2a	OPER. OF 2 ANIMAL EXHIBIT. FACILITIES	Business Code	900099	111,099,231.	111,099,231.	NONE	
	b	EDUCATIONAL PROGRAMS AND ACTIVITIES		611710	3,225,124.	3,183,654	41,470.	
	c	GRANT REVENUE FOR SERVICES		900099	4,387,000.	4,387,000.		
	d	CITY TAX REVENUE		900099	9,719,525	9,719,525		
	e	MEMBERSHIP DUES		900099	16,789,990.	16,789,990		
	f	All other program service revenue		722320	143,680.		143,680.	
	g	Total. Add lines 2a-2f			145,364,550.			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			857,713.	NONE	NONE
4		Income from investment of tax-exempt bond proceeds . . .			NONE			
5		Royalties			160,799.			160,799
			(i) Real	(ii) Personal				
6a		Gross Rents						
b		Less: rental expenses						
c		Rental income or (loss)						
d		Net rental income or (loss)			NONE			
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
					74,309,000.			
b		Less: cost or other basis and sales expenses			75,064,680.			
c		Gain or (loss)			-755,680.			
d		Net gain or (loss)			-755,680.	NONE	NONE	-755,680.
8a		Gross income from fundraising events (not including \$ <u>1,365,012.</u> of contributions reported on line 1c). See Part IV, line 18	a		479,159.			
b		Less: direct expenses	b		687,163.			
c		Net income or (loss) from fundraising events			-208,004			-208,004.
9a		Gross income from gaming activities See Part IV, line 19.	a					
b		Less: direct expenses	b					
c	Net income or (loss) from gaming activities			NONE				
10a	Gross sales of inventory, less returns and allowances	a		21,708,000.				
b	Less: cost of goods sold	b		7,656,000.				
c	Net income or (loss) from sales of inventory.			14,052,000.	3,143,666.	10,908,334		
Miscellaneous Revenue				Business Code				
11a	HOTEL COMMISSIONS		900004	78,100.		78,100.		
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d			78,100.				
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			192,710,492	148,323,066.	11,171,584.	54,828.	

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	297,590.	297,590.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	188,495.	188,495.		
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	2,860,617.	641,449.	1,991,620.	227,548.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	13,089.	3,937.	9,152.	
7 Other salaries and wages	62,268,033.	57,252,268.	3,233,993.	1,781,772.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . .	5,131,403.	4,594,362.	380,285.	156,756.
9 Other employee benefits	21,654,405.	19,802,213.	1,283,940.	568,252.
10 Payroll taxes	5,884,416.	5,323,001.	391,186.	170,229.
11 Fees for services (non-employees)				
a Management	4,007,350.	3,331,589.	662,523.	13,238.
b Legal	735,482.		729,744.	5,738.
c Accounting	455,000.		455,000.	
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	35,000.			35,000.
f Investment management fees	840,287.		840,287.	
g Other	1,152,280.	1,068,078.	69,512.	14,690.
12 Advertising and promotion	7,503,470.	7,494,835.	623.	8,012.
13 Office expenses	17,785,039.	16,207,352.	1,124,873.	452,814.
14 Information technology	858,734.		858,734.	
15 Royalties	NONE			
16 Occupancy	NONE			
17 Travel	1,161,607.	720,896.	426,093.	14,618.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	523,910.	385,424.	121,876.	16,610.
20 Interest	1,325,095.		1,325,095.	
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization . . .	16,787,138.	16,682,350.	104,788.	
23 Insurance	1,891,415.	1,678,390.	201,134.	11,891.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a COST OF GOODS SOLD -----	6,764,636.	6,764,636.	NONE	NONE
b POSTAGE & SHIPPING -----	4,404,105.	3,750,035.	608,403.	45,667.
c SHARED REVENUE EXPENSE -----	2,243,139.	2,243,139.	NONE	NONE
d UTILITIES & WATER -----	5,363,613.	5,361,981.	1,632.	NONE
e FORAGE -----	2,597,172.	2,597,172.	NONE	NONE
f All other expenses -----	5,815,895.	5,334,187.	325,157.	156,551.
25 Total functional expenses. Add lines 1 through 24f	180,548,415.	161,723,379.	15,145,650.	3,679,386.
26 Joint Costs. Check here ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	487,678.	1	566,017.
	2 Savings and temporary cash investments	57,179,091.	2	49,040,713.
	3 Pledges and grants receivable, net	44,435,228.	3	49,532,520.
	4 Accounts receivable, net	6,678,278.	4	5,834,637.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sales or use	3,313,269.	8	2,991,171.
	9 Prepaid expenses and deferred charges	779,850.	9	904,125.
	10a Land, buildings, and equipment: cost basis	10a 365,172,588.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D.	10b 175,076,399.	10c	190,096,189.
	11 Investments - publicly traded securities	96,426,620.	11	64,358,277.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	942,422.	15	902,650.
16 Total assets. Add lines 1 through 15 (must equal line 34)	387,200,048.	16	364,226,299.	
Liabilities	17 Accounts payable and accrued expenses	39,211,341.	17	81,287,671.
	18 Grants payable		18	
	19 Deferred revenue	16,455,398.	19	14,176,735.
	20 Tax-exempt bond liabilities	44,250,000.	20	43,500,000.
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	750,000.	23	500,000.
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D	3,828,792.	25	3,733,858.
	26 Total liabilities. Add lines 17 through 25	104,495,531.	26	143,198,264.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	193,102,613.	27	130,025,253.
	28 Temporarily restricted net assets	69,716,561.	28	65,408,671.
	29 Permanently restricted net assets	19,885,343.	29	25,594,111.
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	282,704,517.	33	221,028,035.
	34 Total liabilities and net assets/fund balances.	387,200,048.	34	364,226,299.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
b	Were the organization's financial statements audited by an independent accountant?	2b	X
c	If "Yes" to lines 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?	2c	X
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?	3a	X
b	If "Yes," did the organization undergo the required audit or audits?	3b	X

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

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

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

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: (Please check only one organization.)

- 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).** (Attach Schedule H.)

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).** (see instructions)

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally Integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box. _____

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____

(ii) A family member of a person described in (i) above? _____

(iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

h Provide the following information about the organizations the organization supports.

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

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2008

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (See instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		
b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		

Schedule A (Form 990 or 990-EZ) 2008

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.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	30,713,156.	26,948,130.	38,563,239.	37,761,491.	32,953,010.	166,939,026.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	121,100,160.	129,880,975.	134,498,375.	141,091,882.	146,337,641.	672,909,033.
3 Gross receipts from activities that are not an unrelated trade or business under section 513	263,070.	193,085.	291,485.	265,245.	NONE	1,012,885.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	6,372,929.	7,202,404.	8,000,000.	8,700,000.	9,719,525.	39,994,858.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5	158,449,315.	164,224,594.	181,353,099.	187,818,618.	189,010,176.	880,855,802.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	1,533,000.	1,541,350.	1,647,728.	2,355,000.	740,535.	7,817,613.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000	NONE	NONE	NONE	NONE	NONE	NONE
c Add lines 7a and 7b.	1,533,000.	1,541,350.	1,647,728.	2,355,000.	740,535.	7,817,613.
8 Public support. (Subtract line 7c from line 6.)						873,038,189.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6.	158,449,315.	164,224,594.	181,353,099.	187,818,618.	189,010,176.	880,855,802.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,544,087.	2,897,644.	4,367,150.	4,155,989.	857,713.	13,822,583.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	NONE	NONE	NONE	NONE	NONE	NONE
c Add lines 10a and 10b	1,544,087.	2,897,644.	4,367,150.	4,155,989.	857,713.	13,822,583.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	NONE	NONE	NONE	NONE	NONE	NONE
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	3,500.	4,000.	45,578.	3,447,895.	NONE	3,500,973.
13 Total support. (Add lines 9, 10c, 11, and 12.)						898,179,358.
14 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

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)).	15	97.20 %
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	96.09 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	1.54 %
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h.	18	1.42 %

- 19a 33 1/3% support tests - 2008.** 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 - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ☐

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

SCHEDULE A, PART III - OTHER INCOME

DESCRIPTION	2004	2005	2006	2007	2008	TOTAL
REFUND US GOVT	3,500.	4,000.	1,352.	NONE	NONE	8,852
ACH CR UNION ADJ	NONE	NONE	12,916	NONE	NONE	12,916.
WAP SHED FIRE INS.	NONE	NONE	31,310.	NONE	NONE	31,310.
LEGAL SETTLEMENT	NONE	NONE	NONE	1,018,114	NONE	1,018,114.
WILDLIFE INS. CLAIM PAYMENT	NONE	NONE	NONE	1,907,077.	NONE	1,907,077.
FUEL TANK MITIGATION	NONE	NONE	NONE	456,977	NONE	456,977.
ATM SURCHARGE	NONE	NONE	NONE	65,727	NONE	65,727.
TOTALS	3,500	4,000.	45,578.	3,447,895	NONE	3,500,973.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Financial Statements

► Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public
Inspection

ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number

95-1648219

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.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No		

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e.g., recreation or pleasure)	☐ Preservation of an historically importantly land area
☐ Protection of natural habitat	☐ Preservation of certified historic structure
☐ Preservation of open space	

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

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items.

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

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

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

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

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

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

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

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

	Amount
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? ☐ Yes ☐ No

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

Part V Endowment Funds. Complete if 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	41,396,892.				
b Contributions	20,058.				
c Investment earnings or losses	-13,904,280.				
d Grants or scholarships					
e Other expenditures for facilities and programs	2,337,220				
f Administrative expenses					
g End of year balance	25,175,450.				

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► 36.0000 %

b Permanent endowment ► 64.0000 %

c Term endowment ► NONE %

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings		307,873,862.	156,039,096.	151,834,766.
c Leasehold improvements				
d Equipment		29,966,041.	19,037,303.	10,928,738.
e Other		27,332,685.	NONE	27,332,685.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c))				190,096,189.

Part VII Investments - Other Securities. 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
Financial derivatives and other financial products		
Closely-held equity interests		
Other _____		

Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value

Total. (Column (b) should equal Form 990, Part X, col (B) line 13) ▶		

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

(a) Description	(b) Book value

Total. (Column (b) should equal Form 990, Part X, col (B) line 15) ▶	

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

(a) Description of liability	(b) Amount
Federal income taxes	
OTHER CAPITAL LEASE	233,858.
LINE OF CREDIT B OF A	3,500,000.

Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ▶	
	3,733,858.

In Part XIV, 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.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	192,710,492.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	180,548,415.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	12,162,077.
4	Net unrealized gains (losses) on investments	4	-33,787,430.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-40,051,129.
9	Total adjustments (net). Add lines 4-8	9	-73,838,559.
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-61,676,482.

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

1	Total revenue, gains, and other support per audited financial statements	1	166,585,811.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	7,662,749.
e	Add lines 2a through 2d	2e	7,662,749.
3	Subtract line 2e from line 1	3	158,923,062.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	33,787,430.
c	Add lines 4a and 4b	4c	33,787,430.
5	Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	192,710,492.

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

1	Total expenses and losses per audited financial statements	1	188,211,095.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	7,662,680.
e	Add lines 2a through 2d	2e	7,662,680.
3	Subtract line 2e from line 1	3	180,548,415.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	180,548,415.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

SCHEDULE D, PART XI, LINE 8

UNREALIZED GAINS/(LOSSES) ON SWAP TRANSACTION (5,760,000)

PENSION-RELATED CHANGES OTHER THAN NET

PERIODIC PENSION COST (34,291,000)

ROUNDING (129)

(40,051,129)

SCHEDULE D, PART XII, LINE 2D

COST OF GOODS SOLD RECLASS 7,656,000

SALE OF DONATED STOCK NET EXP 6,680

ROUNDING 69

7,662,749

SCHEDULE D, PART XII, LINE 4B

UNREALIZED LOSSES ON INVESTMENT 33,787,430

Part XIV Supplemental Information (continued)

SCHEDULE D, PART XIII, LINE 2D

COST OF GOODS SOLD RECLASS 7,656,000

SALE OF DONATED STOCK NET EXP 6,680

7,662,680

THE INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS.

PART V LINE 4

ENDOWMENT WITHDRAWALS ARE USED FOR EDUCATION, CONSERVATION AND ZOOLOGICAL

PROGRAMS SPECIFICALLY IDENTIFIED AS THE PURPOSE OF THE ENDOWMENT.

**Schedule F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

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

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

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

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
SUB-SAHARAN AFRICA	1	NONE	PROGRAM SERVICES	CONSERVATION RESEARCH	350,000.
EAST ASIA AND THE PACIFIC	1	NONE	PROGRAM SERVICES	CONSERVATION RESEARCH	386,000
EAST ASIA AND THE PACIFIC	1	NONE	PROGRAM SERVICES	CONSERVATION RESEARCH	71,000
CENTRAL AMERICA/CARIBBEAN	1	NONE	PROGRAM SERVICES	CONSERVATION RESEARCH	89,000
NORTH AMERICA	1	NONE	PROGRAM SERVICES	CONSERVATION RESEARCH	220,000
Totals ►	5	NONE			1,116,000

Part IV**Supplemental Information**

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

ORGANIZATION'S PROCEDURES FOR MONITORING USE OF GRANT FUNDS OUTSIDE THE US

SCHEDULE F, PART IV

THE ORGANIZATION UTILIZES INDEPENDENT CONTRACTORS TO MONITOR OUR

ACTIVITIES OUTSIDE THE UNITED STATES. EXPENSES USING GRANT FUNDS OUTSIDE

THE US ARE DOCUMENTED WITH RECEIPTS FROM THE COUNTRY IN WHICH THEY ARE

SPENT. RECEIPTS ARE SENT TO AND RETAINED BY THE ZOOLOGICAL SOCIETY OF

SAN DIEGO.

Name of the organization

▶ **Attach to Form 990 or Form 990-EZ.** Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

**Open To Public
Inspection**

ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number

95-1648219

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

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

- | | | |
|----------|-------------------------------------|-------------------------|
| a | ☒ | Mail solicitations |
| b | ☒ | Email solicitations |
| c | ☒ | Phone solicitations |
| d | ☒ | In-person solicitations |

- | | | |
|---|---|---------------------------------------|
| e | X | Solicitation of non-government grants |
| f | X | Solicitation of government grants |
| g | X | Special fundraising events |

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

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

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
GAVEL GROUP	AUCTION PRODUCTION		X	138,362.	17,500.	120,862.
DSG	TELE-MARKETING		X	206,439.	92,338.	114,101.
					.	
Total ▶				344,801.	109,838.	234,963.

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

AZ, CA, MA,

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

	G	(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))
		R. I. T. Z. (event type)	CRITTERS (event type)	1 (total number)	
Revenue					
1 Gross receipts		1,080,118.	618,164.	145,889.	1,844,171.
2 Less: Charitable contributions		799,874.	493,753.	71,385.	1,365,012.
3 Gross revenue (line 1 minus line 2)		280,244.	124,411.	74,504.	479,159.
Direct Expenses					
4 Cash prizes					
5 Non-cash prizes		62,469.	30,871.		93,340.
6 Rent/facility costs					
7 Other direct expenses		327,572.	180,215.	86,036.	593,823.
8 Direct expense summary. Add lines 4 through 7 in column (d)					(687,163.)
9 Net income summary. Combine lines 3 and 8 in column (d)					-208,004.

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					
1 Gross revenue					
Direct Expenses					
2 Cash prizes					
3 Non-cash prizes					
4 Rent/facility costs					
5 Other direct expenses					
6 Volunteer labor		Yes _____ % No	Yes _____ % No	Yes _____ % No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					()
8 Net gaming income summary. Combine lines 1 and 7 in column (d)					

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," Explain _____		
10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," Explain. _____		
11 Does the organization operate gaming activities with nonmembers?	11	
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?	12	

		Yes	No
13	Indicate the percentage of gaming activity operated in		
a	The organization's facility 13a %		
b	An outside facility 13b %		
14	Provide the name and address of the person who prepares the organization's gaming/special event books and records:		
	Name ► _____		
	Address ► _____		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue? 15a		
b	If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____		
c	If "Yes," enter name and address:		
	Name ► _____		
	Address ► _____		
16	Gaming manager information.		
	Name ► _____		
	Gaming manager compensation ► \$ _____		
	Description of services provided ► _____		
	☐ Director/officer ☐ Employee ☐ Independent contractor		
17	Mandatory distributions		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? 17a		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____		

Grants and Other Assistance to Organizations, Governments, and Individuals in the U.S.

OMB No 1545-0047

2008

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service	Name of the organization

Employer identification number

95-1648219

ZOOLOGICAL SOCIETY OF SAN DIEGO

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Use Part IV and Schedule I-1 (Form 990) if additional space is needed

[illegible]

- | | | |
|----------|--|------|
| 2 | Enter total number of section 501(c)(3) and government organizations | 15 |
| 3 | Enter total number of other organizations | NONE |
- Schedule I (Form 990) 2008**
- For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule I (Form 990) 2008

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. Use Schedule I-1 (Form 990) if additional space is needed.

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

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

ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS

FORM 990, SCHEDULE I, PART I, LINE 2

ELIGIBILITY IS DETERMINED BY CURATORIAL STAFF, DIRECTOR OF COLLECTIONS

HUSBANDRY SCIENCE, AND CHIEF LIFE SCIENCES OFFICER BASED ON

ORGANIZATIONAL AND SPECIES SUSTAINABILITY NEEDS.

WE ARE REQUIRED BY THE UNITED STATES DEPARTMENT OF INTERIOR/FISH AND WILDLIFE SERVICE TO PARTICIPATE IN AND CONTRIBUTE TOWARDS CONSERVATION PROJECTS IN COUNTRY OF ORIGIN FOR SPECIES WE WANT TO IMPORT AS A PART OF THEIR ENDANGERED SPECIES ENHANCEMENT REQUIREMENTS.

**SCHEDULE I-1
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

Continuation Sheet for Schedule I (Form 990)

▶ Attach to Form 990 to list additional information for
Part II and Part III, Schedule I (Form 990)

OMB No 1545-0047

2008

**Open to Public
Inspection**

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIANT PANDA CONSERVATION FOUNDATION							
8403 COLESVILLE 710 SILVER SPRINGS MD 20910	52-1931417	501(C)(3)	80,000				GIANT PANDA RELIEF
INT'L RHINO FNDTN (WHITE OAK CONSERV. CTB)							
581705 WHITE OAK RD YULEE, FL 32097	75-2395006	501(C)(3)	33,000				INDIAN RHINO SUPPORT
INTERNATIONAL ELEPHANT FOUNDATION							ELEPHANT HABITAT PRESERVATION
PO BOX 366 AZLE, TX 76098	75-2815706	501(C)(3)	30,000				
ST. LOUIS 200 FRIENDS ASSN							
ONE GOVERNMENT DRIVE ST LOUIS, MI 63110	43-0788060	501(C)(3)	25,000				CONSERVATION SUPPORT
POLAR BEARS INTERNATIONAL							
PO BOX 66142 BATON ROUGE, LA 70896	77-0322706	501(C)(3)	22,000				AERIAL TRANSECT RSCH
INTERNATIONAL BEAR ASSN							
274 ELLINGTON HALL KNOXVILLE, TN 37996	94-3102570	501(C)(3)	16,080				BEAR AWARENESS WEEK
ASSOCIATION OF ZOOS AND AQUARIUMS							
8403 COLESVILLE 710 SILVER SPRINGS MD 20910	55-0526930	501(C)(3)	15,000				SPONSORSHIP
THE SAN DIEGO SOCIETY OF NATURAL HISTORY							
1788 EL PRADO SAN DIEGO, CA 92101	95-1643375	501(C)(3)	12,500				MAMMAL ATLAS SUPPORT
PANDRILLUS PRESERVATION SOCIETY							
PO BOX 10082 PORTLAND, OR 97296	93-1289932	501(C)(3)	10,000				PANDRILLAS PRESERV. SUPPORT
VENTANA WILDERNESS SANCTUARY							
PO BOX 894 CARMEL VALLEY, CA 93924	94-2795935	501(C)(3)	10,000				
INT'L IGUANA FOUNDATION C/O FT WORTH ZOO							
1989 COLONIAL PKWY FT WORTH, TX 76110	75-2954637	501(C)(3)	10,000				CONSERVATION SUPPORT
MADAGASCAR FAUNA GROUP / ST. LOUIS ZOO							
ONE GOVERNMENT DRIVE ST LOUIS, MI 63110	43-1727309	501(C)(3)	9,000				CONSERVATION SUPPORT
POINT LOMA NAZARENE UNIVERSITY							
3900 LOMLAND DRIVE SAN DIEGO, CA 92106	95-3948691	501(C)(3)	8,000				PROGRAM SUPPORT
FRIENDS OF BONOBOS							
PO BOX 80254 MINNEAPOLIS, MN 55408	20-0347301	501(C)(3)	6,010				GREAT APE AWARENESS
WILDLIFE CONSERVATION SOCIETY							
2300 SOUTHERN BLVD BRONX, NY 10462	13-1740011	501(C)(3)	6,000				CONSERVATION SUPPORT

2 Enter total number of Section 501(c)(3) and government organizations

15

3 Enter total number of other organizations

NONE

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

Schedule I-1 (Form 990) 2008

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Attach to Form 990. To be completed by organizations
that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number

95-1648219

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.

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

b If line 1a is 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

	Yes	No
1b	X	

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

2	X	
----------	---	--

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

- | | |
|--|---|
| ☒ Compensation committee | ☒ Written employment contract |
| ☐ Independent compensation consultant | ☒ Compensation survey or study |
| ☐ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a.

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

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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? **5a** X
- b** Any related organization? **5b** X
- 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? **6a** X
- b** Any related organization? **6b** X
- 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

7	X	
----------	---	--

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

8		X
----------	--	---

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

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
DOUGLAS MYERS	(i)	265,164.	49,520.	41,703.	141,198.	504,964.	NONE
	(ii)						
MATTHEW MUSELLA	(i)	191,270.	54,251.	29,972.	86,259.	366,021.	NONE
	(ii)						
PAULA BROCK	(i)	178,693.	43,840.	17,194.	40,983.	282,378.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
MARK STUART	(i)	171,342.	33,724.	22,481.	14,055.	241,993.	NONE
	(ii)						
ROBERT MCCLURE	(i)	152,885.	27,010.	28,314.	73,325.	288,668.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
TIM MULLIGAN	(i)	155,616.	30,736.	13,045.	14,538.	214,410.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
ROBERT WIESE	(i)	142,550.	34,228.	13,817.	12,471.	206,058.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
RICHARD FARRAR	(i)	44,938.	31,315.	75,077.	105,701.	257,151.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
ROBERT ERHARDT	(i)	156,125.	30,792.	21,016.	33,790.	247,186.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
ALLISON ALBERTS	(i)	143,232.	27,717.	19,981.	42,406.	237,737.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
TED MOLTER	(i)	136,349.	26,372.	24,993.	22,332.	214,101.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
DONALD JANSSEN	(i)	136,285.	25,240.	14,637.	59,206.	239,355.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
DAVID RICE	(i)	120,036.	30,384.	16,945.	85,949.	257,736.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

Schedule J (Form 990) 2008

Part III Supplemental Information

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

SUPPLEMENTAL COMPENSATION INFORMATION

FORM 990, SCHEDULE J, PART I

LINE 1A FIRST CLASS TRAVEL: LIMITED TO REIMBURSED TRAVEL UNDER AGREEMENT

WITH ALAIN ZOO.

LINE 1A HOUSING ALLOWANCE: ZOO DIRECTOR: REPORTED ON W-2 \$10,260

LINE 1A TRAVEL FOR COMPANIONS: PART OF CEO'S EMPLOYMENT AGREEMENT,

REPORTED ON W-2, \$11,665

LN 7 THE SOCIETY MAINTAINS A BONUS PLAN FOR MANAGEMENT. THE BONUS IS

CALCULATED AS A PERCENTAGE OF EACH MANAGER'S ANNUAL SALARY. THE

PERCENTAGE IS BASED ON THE SOCIETY'S ACHIEVEMENT OF SPECIFIED GOALS. EACH

PARTICIPATING EMPLOYEE'S BONUS PERCENTAGE IS ADJUSTED FURTHER, BASED ON

ANNUAL PERFORMANCE REVIEW SCORES.

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

► Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the Organization

ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer Identification number

95-1648219

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BERIT DURLER BOARD PRESIDENT	12.	X						NONE		NONE
FREDERICK A FRYE MD VICE PRESIDENT	10.	X						NONE		NONE
RICHARD GULLEY SECRETARY	10.	X						NONE		NONE
FRANK C ALEXANDER TREASURER	10.	X						NONE		NONE
SANDRA BRUE TRUSTEE	6.	X						NONE		NONE
WELDON DONALDSON TRUSTEE	6.	X						NONE		NONE
THOMPSON FETTER TRUSTEE	6.	X						NONE		NONE
GEORGE L GILDRED TRUSTEE	6.	X						NONE		NONE
NAN KATONA TRUSTEE	6.	X						NONE		NONE
JUDY WHEATLEY TRUSTEE	6.	X						NONE		NONE
WILLIAM H MAY TRUSTEE	6.	X						NONE		NONE
DAVID WOODRUFF PHD DSC TRUSTEE	6.	X						NONE		NONE
DOUGLAS MYERS CHIEF EXECUTIVE OFFICER	40.			X				356,387.		148,577.
MATTHEW MUSELLA CHIEF OPERATING OFFICER	40.			X				275,493.		90,528.
PAULA BROCK CHIEF FINANCIAL OFFICER	40.			X				239,727.	NONE	42,651.
MARK STUART CHIEF DEVELOPMENT OFFICER	40.				X			227,547.		14,446.
ROBERT MCCLURE DIR - SD WILD ANIMAL PARK	40.				X			208,209.	NONE	80,459.
TIM MULLIGAN CHIEF HUMAN RESOURCES OFFICER	40.				X			199,397.	NONE	15,013.
ROBERT WIESE CHIEF LIFE SCIENCES OFFICER	40.				X			190,595.	NONE	15,463.
RICHARD FARRAR DIR SAN DIEGO ZOO	40.				X			151,330.	NONE	105,821.
JOHN DUNLAP DIR SAN DIEGO ZOO	40.				X			94,915.	NONE	657.

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

Schedule J-2 (Form 990) 2008

JSA

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Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

2008

**Open to Public
Inspection**

Employer Identification number

95-1648219

[illegible]

Schedule J-2 (Form 990) 2008

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SCHEDULE K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2008

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).

Open to Public
Inspection*

Name of the organization

ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number

95-1648219

Part I Bond Issues (Required for 2008)

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
						Yes	No	Yes	No
A ABAG FINANCE AUTHORITY FOR NON-PROFIT CORPORATIONS	94-3130123	00037CGJ3	06/01/2004	45,000,000.	CONSTRUCTION/IMPROV TO FACILITIES		X		X
B									
C									
D									
E									

Part II Proceeds (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Total proceeds of issue										
2 Gross proceeds in reserve funds										
3 Proceeds in refunding or defeasance escrows										
4 Other unspent proceeds										
5 Issuance costs from proceeds										
6 Working capital expenditures from proceeds										
7 Capital expenditures from proceeds										
8 Year of substantial completion										
9 Were the bonds issued as part of a current refunding issue?										
10 Were the bonds issued as part of an advance refunding issue?										
11 Has the final allocation of proceeds been made?										
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?										

Part III Private Business Use (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?										
2 Are there any lease arrangements with respect to the financed property which may result in private business use?										

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

Schedule K (Form 990) 2008

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?										
b Are there any research agreements with respect to the financed property which may result in private business use?										
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?										
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government				%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government				%		%		%		%
6 Total of lines 4 and 5				%		%		%		%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

Part IV Arbitrage (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?										
2 Is the bond issue a variable rate issue?										
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?										
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?										
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?										
6 Did the bond issue qualify for an exception to rebate?										

Schedule K (Form 990) 2008

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Non-Cash Contributions

► To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.

► Attach to Form 990.

OMB No. 1545-0047

2008

**Open To Public
Inspection**

Name of the organization

ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number

95-1648219

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
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	11	253,846.	STOCK 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				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (STMT 2)		7.	75,500.	
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
30 a During the year, did the organization receive by contribution any property reported in Part I, line 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		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	
32 a 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 revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) 2008

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. Also complete this part for any additional information.

Lined area for supplemental information.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

**Open to Public
Inspection**

ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number

95-1648219

DESCRIPTION OF CLASSES OF MEMBERS OR STOCKHOLDERS

FORM 990, PART VI, QUESTION 6

THE ZOOLOGICAL SOCIETY OF SAN DIEGO HAS OVER 250,000 MEMBERS (INCLUDING

DUAL MEMBERSHIPS CONSISTING OF TWO ADULT MEMBERS OF AN IMMEDIATE

HOUSEHOLD ISSUED AN INDIVISIBLE INTEREST IN A SINGLE ANNUAL MEMBERSHIP).

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

DESCRIPTION OF CLASSES OF PERSONS AND THE NATURE OF THEIR RIGHTS

FORM 990, PART VI, QUESTION 7A

MEMBERS MAY NOMINATE TRUSTEES TO SUCCEED TRUSTEES WHOSE TERMS OF OFFICE

ARE EXPIRING, IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF ARTICLE VI,

SECTION 3(B) OF THE BYLAWS.

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

DESCR CLASSES OF PERSONS, DECISIONS REQUIRING APPR & TYPE OF VOTING RIGHTS

FORM 990, PART VI, QUESTION 7B

ANY ADOPTION, AMENDMENT OR REPEAL OF THE BYLAWS BY THE BOARD OF TRUSTEES

WHICH WOULD MATERIALLY AND ADVERSELY AFFECT THE RIGHTS OF MEMBERS AS TO

VOTING OR TRANSFER SHALL REQUIRE APPROVAL OF THE MEMBERS PURSUANT TO

ARTICLE XVI OF THE BYLAWS.

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

DESCRIBE THE PROCESS USED BY MANAGEMENT &/OR GOVERNING BODY TO REVIEW 990

FORM 990, PART VI, QUESTION 10

A DRAFT OF THE 990 AND ALL REQUIRED SCHEDULES WAS DISTRIBUTED

ELECTRONICALLY TO OUR GENERAL COUNSEL, DIRECTOR OF HUMAN RESOURCES AND

THE OFFICERS OF THE ORGANIZATION. FOLLOWING THEIR REVIEW, THE 990 AND

SUPPORTING SCHEDULES WERE DISTRIBUTED EITHER ELECTRONICALLY OR IN PAPER

FORM TO THE AUDIT COMMITTEE AND BOARD OF TRUSTEES FOR REVIEW.

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST

FORM 990, PART VI, QUESTION 12C

OFFICERS, DIRECTORS OR TRUSTEES AND KEY EMPLOYEES ARE REQUIRED TO

COMPLETE AND SIGN A CONFLICT OF INTEREST DISCLOSURE FORM ANNUALLY. THE

HUMAN RESOURCES AND LEGAL SERVICES DEPARTMENTS FOLLOW UP ON ANY ISSUES

REVEALED ON THE DISCLOSURE FORM. IN ADDITION, THE SAME GROUPS FOLLOW UP

ON ISSUES THAT MAY ARISE THROUGHOUT THE YEAR.

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

WHISTLEBLOWER POLICYFORM 990, PART VI, SECTION B, LINE 13THE ZOOLOGICAL SOCIETY OF SAN DIEGO'S WHISTLEBLOWER POLICY WAS ENACTED INMARCH, 2009. HOWEVER, PRIOR TO THAT DATE AND AT THE END OF THE LAST TAXDAY OF TAX YEAR 2008, WHISTLEBLOWER POLICIES AND PROCEDURES WERE COVEREDUNDER VARIOUS OTHER POLICIES OF THE ORGANIZATION, SUCH AS THEANTI-HARASSMENT POLICY AND CODE OF ETHICS.

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN

FORM 990, PART VI, QUESTION 15A & 15B

THE BOARD OF TRUSTEES HAS A CHARTERED COMPENSATION COMMITTEE, FORMED IN

2005. FOR 2008, AN OUTSIDE COMPENSATION FIRM, WATSON WYATT, WAS HIRED TO

DO A COMPREHENSIVE SALARY SURVEY OF THE ENTIRE EXECUTIVE TEAM*. ONCE THE

COMMITTEE APPROVED THE APPROPRIATE PAY RANGE FOR THE CEO POSITION, THE

CURRENT CEO'S SALARY WAS REVIEWED. HIS STANDING WITHIN HIS PAY RANGE,

COUPLED WITH HIS PERFORMANCE REVIEW SCORE, DICTATED THE SALARY INCREASE

FOR 2009.

* THE EXECUTIVE TEAM INCLUDES

DIRECTOR OF CRES

CHIEF FINANCIAL OFFICER

GENERAL COUNSEL

GOVERNMENT RELATIONS DIRECTOR

ZOO DIRECTOR

CHIEF TECHNOLOGY OFFICER

DIRECTOR OF VETERINARY SERVICES

DIRECTOR OF RISK MANAGEMENT

WILD ANIMAL PARK DIRECTOR

DIRECTOR OF MERCHANDISING

DIRECTOR OF MARKETING

DIRECTOR OF HUMAN RESOURCES

DEPUTY EXECUTIVE DIRECTOR

CEO/EXECUTIVE DIRECTOR

DIRECTOR OF ARCHITECTURE

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

DIRECTOR OF COLLECTIONS

DEVELOPMENT DIRECTOR

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC

FORM 990, PART VI, QUESTION 19

BYLAWS, ARTICLES OF INCORPORATION, THE CONFLICT OF INTEREST POLICY AND

AUDITED FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST. THE ANNUAL

REPORT IS AVAILABLE UPON REQUEST AND IS POSTED ON THE ZOOLOGICAL

SOCIETY'S WEBSITE. THE AUDITED FINANCIAL STATEMENT IS ALSO AVAILABLE ON

THE ZOOLOGICAL SOCIETY'S WEBSITE.

Name of the organization

Employer identification number

ZOOLOGICAL SOCIETY OF SAN DIEGO

95-1648219

DISTINGUISHING PYMTS FOR PROF. FUNDRAISING SERVICES FROM EXP PYMT OR REIMB

FORM 990, SCHEDULE G, PART I, COL V

ALL PROFESSIONAL FUNDRAISING SERVICES BILL FOR SERVICES ONLY BASED ON AN

AGREED UPON RATE AND DO NOT GET REIMBURSED FOR EXPENSES.

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37. ► See separate instructions.

Name of the organization

Name of the organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number
95-1648219

Part I

[illegible]

Part II

[illegible]

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

Schedule R (Form 990) 2008

Part V Transactions With Related Organizations**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV.**1** During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity **1a** ☐ **Yes** ☒ **No**

b Gift, grant, or capital contribution to other organization(s) **1b** ☐ **Yes** ☒ **No**

c Gift, grant, or capital contribution from other organization(s) **1c** ☐ **Yes** ☒ **No**

d Loans or loan guarantees to or for other organization(s) **1d** ☐ **Yes** ☒ **No**

e Loans or loan guarantees by other organization(s) **1e** ☐ **Yes** ☒ **No**

f Sale of assets to other organization(s) **1f** ☐ **Yes** ☒ **No**

g Purchase of assets from other organization(s) **1g** ☐ **Yes** ☒ **No**

h Exchange of assets **1h** ☐ **Yes** ☒ **No**

i Lease of facilities, equipment, or other assets to other organization(s) **1i** ☐ **Yes** ☒ **No**

j Lease of facilities, equipment, or other assets from other organization(s) **1j** ☐ **Yes** ☒ **No**

k Performance of services or membership or fundraising solicitations for other organization(s) **1k** ☐ **Yes** ☒ **No**

l Performance of services or membership or fundraising solicitations by other organization(s) **1l** ☐ **Yes** ☒ **No**

m Sharing of facilities, equipment, mailing lists, or other assets **1m** ☐ **Yes** ☒ **No**

n Sharing of paid employees **1n** ☐ **Yes** ☒ **No**

o Reimbursement paid to other organization for expenses **1o** ☐ **Yes** ☒ **No**

p Reimbursement paid by other organization for expenses **1p** ☐ **Yes** ☒ **No**

q Other transfer of cash or property to other organization(s) **1q** ☐ **Yes** ☒ **No**

r Other transfer of cash or property from other organization(s) **1r** ☐ **Yes** ☒ **No**

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

(A)	(B)	(C)
Name of other organization(s)	Transaction type (a-r)	Amount involved
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

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

NAME AND ADDRESS -----	DESCRIPTION OF SERVICES -----	COMPENSATION -----
ROUND 2 COMMUNICATIONS LLC 10866 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	ADVERTISING / PR	6,011,400.
GUISCARDUS LLC 1945 E CANTERBURY ST SPRINGFIELD, MO 65804	GENERAL CONTRACTOR	725,650.
ARIMAW PRODUCTIONS 3670 PARK BLVD #9 SAN DIEGO, CA 92103	PROF ENTERTAINMENT	695,549.
THE MASONRY GROUP CA SOUTH LP 8188 LINCOLN AVE STE 100 RIVERSIDE, CA 92504	GENERAL CONTRACTOR	543,118.
CDW DIRECT LLC PO BOX 75723 CHICAGO, IL 60675	TELECOM	533,896.
TOTAL COMPENSATION		----- 8,509,613. =====

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

=====

DESCRIPTION -----	(A) CHECK -----	(B) NUMBER OF CONTRIBUTIONS -----	(C) REVENUES REPORTED -----	(D) METHOD OF DETERMINING -----
FUNDRAISING EVENT SUPPORT SERVICES	X	7	75,500.	FAIR MARKET VALUE
TOTALS		7.	75,500.	
		=====	=====	