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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Doing Business As
SAN DIEGO ZOO GLOBAL

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 $ 314,314,761

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)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW SANDIEGOZOO ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1916 | **M** State of legal domicile CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
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 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	12
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	12
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	2,987
6	Total number of volunteers (estimate if necessary)	**6**	1,250
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	6,474,711
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	40,510,557	61,416,653
	9 Program service revenue (Part VIII, line 2g)	133,310,278	140,000,853
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,359,190	10,949,610
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	15,369,165	15,793,752
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	193,549,190	228,160,868
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	719,663	1,066,430
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	107,251,409	113,580,127
	16a Professional fundraising fees (Part IX, column (A), line 11e)	123,207	178,257
	b Total fundraising expenses (Part IX, column (D), line 25) ▶4,609,630		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	91,569,842	90,877,316
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	199,664,121	205,702,130
	19 Revenue less expenses Subtract line 18 from line 12	-6,114,931	22,458,738

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	371,316,154	378,858,977
	21 Total liabilities (Part X, line 26)	144,136,298	165,084,972
	22 Net assets or fund balances Subtract line 21 from line 20	227,179,856	213,774,005

Part II Signature Block

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

Sign Here

****** 2012-09-25
Signature of officer — Date

PAULA BROCK CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature | Date | Check if self-employed ▶☐ | Preparer's taxpayer identification number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4
ERNST & YOUNG US LLP
4370 LA JOLLA VILLAGE DR
SAN DIEGO, CA 92122

EIN ▶

Phone no ▶ (858) 535-7200

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

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . . ☐

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 organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 $ 161,895,551 including grants of $ 108,675) (Revenue $ 140,472,145)

OPERATION OF 2 ANIMAL EXHIBITION FACILITIES, THE SD ZOO AND THE SD ZOO SAFARI 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 SAFARI PARK IS AN 1800-ACRE WILDLIFE SANCTUARY, WITH OVER HALF OF THE PARK BEING SET ASIDE AS PROTECTED HABITATS

4b (Code) (Expenses $ 18,762,360 including grants of $ 908,634) (Revenue $ 3,354,540)

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 $ 3,800,307 including grants of $) (Revenue $ 2,935,289)

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 $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 184,458,218

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*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
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*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
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*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	Yes	
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15	Yes	
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 U S ? *If "Yes," complete Schedule F, Part III and IV*	16	Yes	
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
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*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
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*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	308		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c**	Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	2,987			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b**	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**	Yes	
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 or securities account)?			**4a**		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**		No
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 receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			**9a**		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**		
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**				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**				
c	Enter the aggregate amount of reserves on hand	**13c**				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**		

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

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	12		
b	Enter the number of voting members included in line 1a, above, who 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			No
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			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			No
6	Did the organization have members or stockholders?	6		Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9			No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ AK , AZ , AR , CA , CT , FL , HI , IL , KS , LA , ME , MA , MI , MS , MO , NV , NH , NJ , NM , NY , NC , ND , OH , OK , OR , PA , SC , TN , UT , WA , WV , WI

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☑ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

PAULA BROCK CFO
2920 ZOO DRIVE
SAN DIEGO,CA 92101
(619) 231-1515

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

Check if Schedule O contains a response to any question in this Part VII . . . . . .☐

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Frederick A Frye MD Board President	12 0	X						0	0	0
(2) Richard Gulley Vice President	10 0	X						0	0	0
(3) Sandra Brue Secretary	10 0	X						0	0	0
(4) William May Treasurer	10 0	X						0	0	0
(5) Javade Chaudhri Trustee	5 0	X						0	0	0
(6) Weldon Donaldson Trustee	5 0	X						0	0	0
(7) Berit Durler Trustee	5 0	X						0	0	0
(8) George L Gildred Trustee	5 0	X						0	0	0
(9) Nan Katona Trustee	5 0	X						0	0	0
(10) Patricia Roscoe Trustee	5 0	X						0	0	0
(11) Judith Wheatley Trustee	5 0	X						0	0	0
(12) David Woodruff PHD DSC Trustee	5 0	X						0	0	0
(13) Douglas Myers Chief Executive Officer	50 0			X				321,948	0	220,992
(14) Matthew Musella Chief Operating Officer	50 0			X				241,548	0	173,612
(15) Paula Brock Chief Financial Officer	50 0			X				217,280	0	101,426
(16) Mark Stuart Chief Development Officer	50 0				X			204,593	0	29,262
(17) Robert McClure DIR - SD ZOO Safari Park	50 0				X			193,339	0	152,459

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) John Dunlap Dir - San Diego Zoo	50 0				X			198,106	0	23,529
(19) Tim Mulligan Chief Human Resources Officer	50 0				X			193,208	0	28,095
(20) Robert Wiese Chief Life Sciences Officer	50 0				X			179,129	0	36,806
(21) Robert Erhardt Chief Tech Officer	50 0					X		191,277	0	80,274
(22) Allison Alberts Chief Conservation Officer	50 0					X		180,489	0	87,248
(23) Ted Molter Corp Dir of Marketing	50 0					X		176,384	0	34,122
(24) Donald Janssen Corp Dir of Animal Health	50 0					X		161,719	0	130,222
(25) David Rice Corporate Dir of Architecture	50 0					X		145,001	0	140,904
1b **Sub-Total** . . . . . ▶										
c **Total from continuation sheets to Part VII, Section A** . . . . ▶										
d **Total (add lines 1b and 1c)** . . . . . ▶								2,604,021	0	1,238,951

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 49

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ROUND 2 COMMUNICATIONS LLC 10866 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	ADVERTISING / PR	5,513,495
EPSILON DATA MANAGEMENT L-2751 COLUMBUS, OH 43260	AQUISITION	4,013,531
SHARPSHOOTER SPECTURM VENTURE LLC 11901 WEST 48TH ST STE 200 WHEAT RIDGE, CO 80033	SOUVENIR PHOTOS	2,190,030
JD LAUDNER CONSTRUCTION INC 1394 PIONEER WAY EL CAJON, CA 92020	CONSTRUCTION MGMT	1,272,288
TRANSCONTINENTAL PRINTING 1233 COLLECTIONS CENTER DR CHICAGO, IL 60693	PRINTING	1,218,866

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 24

Part VIII Statement of Revenue

				(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	20,334,000			
	c	Fundraising events	1c	2,401,624			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	3,535,297			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	35,145,732			
	g	Noncash contributions included in lines 1a-1f $ 310,607					
	h	**Total.** Add lines 1a-1f		61,416,653			
Program Service Revenue			Business Code				
	2a	OPER OF 2 ANIMAL EXHIBIT FACILITIES	900099	123,027,613	123,027,613		
	b	CITY TAX REVENUE	900099	10,498,997	10,498,997		
	c	EDUCATIONAL PROGRAMS AND ACTIVITIES	611710	3,354,540	3,354,540		
	d	GRANT REVENUE FOR SERVICES	900099	3,119,703	3,119,703		
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		140,000,853			
	3	Investment income (including dividends, interest and other similar amounts)		2,190,000			2,190,000
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		366,688			366,688
			(i) Real / (ii) Personal				
	6a	Gross rents	46,126				
	b	Less rental expenses					
	c	Rental income or (loss)	46,126				
	d	Net rental income or (loss)		46,126			46,126
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	83,789,000				
	b	Less cost or other basis and sales expenses	75,029,390				
	c	Gain or (loss)	8,759,610				
	d	Net gain or (loss)		8,759,610			8,759,610
Other Revenue	8a	Gross income from fundraising events (not including $ 2,401,624 of contributions reported on line 1c) See Part IV, line 18 a 702,405					
	b	Less direct expenses b 800,761					
	c	Net income or (loss) from fundraising events		-98,356			-98,356
	9a	Gross income from gaming activities See Part IV, line 19 a					
	b	Less direct expenses b					
	c	Net income or (loss) from gaming activities		0			
	10a	Gross sales of inventory, less returns and allowances a 25,005,029					
	b	Less cost of goods sold b 10,323,742					
	c	Net income or (loss) from sales of inventory		14,681,287	8,247,443	6,433,844	
		Miscellaneous Revenue	Business Code				
	11a	INSURANCE SETTLEMENT	900099	222,403	222,403		
	b	PLANTS FOR ANIMAL CONSUMPTION (BROWSE)	900099	158,635	158,635		
	c	RECYCLING	900099	45,159	45,159		
	d	All other revenue		371,810	330,943	40,867	
	e	**Total.** Add lines 11a–11d		798,007			
	12	**Total revenue.** See Instructions		228,160,868	149,005,436	6,474,711	11,264,068

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)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	310,500	310,500		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	755,930	755,930		
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	2,505,332	773,368	1,498,109	233,855
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	11,724	11,724		
7	Other salaries and wages	69,755,212	63,492,206	4,220,949	2,042,057
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	6,494,062	5,688,425	576,764	228,873
9	Other employee benefits	28,207,665	25,631,067	1,883,899	692,699
10	Payroll taxes	6,606,132	5,960,662	457,075	188,395
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	908,748		908,748	
c	Accounting	481,000		481,000	
d	Lobbying	0			
e	Professional fundraising *See Part IV, line 17* . .	178,257			178,257
f	Investment management fees	766,275		766,275	
g	Other	13,309,671	11,701,262	1,506,933	101,476
12	Advertising and promotion	9,789,444	9,462,957	30,867	295,620
13	Office expenses	2,437,558	2,056,391	222,635	158,532
14	Information technology	3,407,157	1,612,395	1,521,073	273,689
15	Royalties . .	0			
16	Occupancy	7,642,819	6,929,589	697,660	15,570
17	Travel	1,154,480	1,020,999	111,296	22,185
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	1,517,687	1,225,320	231,323	61,044
20	Interest	1,933,346	1,933,346		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	21,739,275	21,062,832	676,443	
23	Insurance	2,063,161	1,867,227	182,387	13,547
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	OPERATING SUPPLIES	10,586,428	10,002,010	558,481	25,937
b	COST OF GOODS SOLD	6,893,954	6,893,954		
c	OTHER EXPENSES	3,518,256	3,337,997	102,365	77,894
d	FORAGE	2,728,057	2,728,057		
e					
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	205,702,130	184,458,218	16,634,282	4,609,630
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) 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		738,487	1	433,300
	2	Savings and temporary cash investments		35,579,572	2	39,997,689
	3	Pledges and grants receivable, net		39,323,615	3	51,452,537
	4	Accounts receivable, net		4,344,376	4	8,060,812
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	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		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		2,756,072	8	2,315,843
	9	Prepaid expenses and deferred charges		1,090,068	9	1,301,652
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 423,036,353			
	b	Less accumulated depreciation	10b 232,969,018	197,184,939	10c	190,067,335
	11	Investments—publicly traded securities		87,272,195	11	82,166,073
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		3,026,830	15	3,063,736
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		371,316,154	16	378,858,977
Liabilities	17	Accounts payable and accrued expenses		28,722,222	17	34,187,284
	18	Grants payable		0	18	0
	19	Deferred revenue		14,747,636	19	14,944,682
	20	Tax-exempt bond liabilities		42,000,000	20	41,005,000
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*		0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		58,666,440	25	74,948,006
	26	**Total liabilities.** Add lines 17 through 25		144,136,298	26	165,084,972
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		147,683,258	27	116,762,866
	28	Temporarily restricted net assets		49,890,952	28	66,195,181
	29	Permanently restricted net assets		29,605,646	29	30,815,958
		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		227,179,856	33	213,774,005
	34	Total liabilities and net assets/fund balances		371,316,154	34	378,858,977

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	228,160,868
2	Total expenses (must equal Part IX, column (A), line 25)	2	205,702,130
3	Revenue less expenses Subtract line 2 from line 1	3	22,458,738
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	227,179,856
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-35,864,589
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	213,774,005

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separated basis			
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	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	Yes	

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number
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 (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

_____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☑ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

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

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - 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?

	Yes	No
(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 the supported organization? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, 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 2011 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2010 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2011.** 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—2010.** If the organization did not check the 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—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

b **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in IRC 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	37,761,491	32,953,010	40,055,636	40,510,557	61,416,653	212,697,347
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	141,091,882	146,337,641	129,206,825	137,929,973	148,609,816	703,176,137
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	8,700,000	9,719,525	9,635,752	9,799,908	10,498,997	48,354,182
5 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
6 **Total.** Add lines 1 through 5	187,553,373	189,010,176	178,898,213	188,240,438	220,525,466	964,227,666
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,355,000	740,535	370,810	615,898	12,830,378	16,912,621
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year	0	0	3,361,007	0	2,740,000	6,101,007
c Add lines 7a and 7b	2,355,000	740,535	3,731,817	615,898	15,570,378	23,013,628
8 **Public Support** (Subtract line 7c from line 6)						941,214,038

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	187,553,373	189,010,176	178,898,213	188,240,438	220,525,466	964,227,666
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,155,989	857,713	2,057,477	2,204,678	2,602,814	11,878,671
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	4,155,989	857,713	2,057,477	2,204,678	2,602,814	11,878,671
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	3,447,895	0	0	0	0	3,447,895
13 **Total support** (Add lines 9, 10c, 11 and 12)	195,157,257	189,867,889	180,955,690	190,445,116	223,128,280	979,554,232

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	96 086 %
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	97 586 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	1 213 %
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	1 449 %

19a **33 1/3% support tests—2011.** 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—2010.** 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.** 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. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:
Software Version:
EIN: 95-1648219
Name: ZOOLOGICAL SOCIETY OF SAN DIEGO

Form 990, Special Condition Description:

Special Condition Description

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
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 for any other purpose conferring 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 a 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, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation 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
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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 Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

b If "Yes," explain the arrangement in Part 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 the organization answered "Yes" to Form 990, Part IV, line 10.

		(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance	89,247,000	40,240,907	30,053,851	41,396,892	
b	Contributions	1,210,000	454,964	3,556,570	20,058	
c	Investment earnings or losses	-2,108,000	4,843,920	9,205,555	-13,904,280	
d	Grants or scholarships					
e	Other expenditures for facilities and programs	1,922,000	1,394,418	2,575,069	2,337,220	
f	Administrative expenses					
g	End of year balance	86,427,000	44,145,373	40,240,907	25,175,450	

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

- a Board designated or quasi-endowment ▶ 63 000 %
- b Permanent endowment ▶ 37 000 %
- c Term endowment ▶

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

		Yes	No
(i) unrelated organizations	3a(i)	Yes	
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		78,681,094	34,415,399	44,265,695
c Leasehold improvements		307,662,656	170,751,485	136,911,171
d Equipment		23,222,829	16,690,667	6,532,162
e Other		13,469,774	11,111,467	2,358,307
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				190,067,335

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
(1) Financial derivatives		
(2) 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.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	0
LIABILITY FOR PENSION BENEFITS	62,802,814
LINE OF CREDIT B OF A	9,100,000
CHARITABLE GIFT ANNUITIES & 457B	3,007,611
CAPITAL LEASES	37,581
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	74,948,006

2. Fin 48 (ASC 740) Footnote 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 (ASC740)

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	228,160,868
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	205,702,130
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	22,458,738
4	Net unrealized gains (losses) on investments	4	-12,081,819
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-23,781,919
9	Total adjustments (net) Add lines 4 - 8	9	-35,863,738
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-13,405,000

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	225,640,000
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-12,081,819		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	-766,275		
e	Add lines **2a** through **2d**			2e	-12,848,094
3	Subtract line **2e** from line **1**			3	238,488,094
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	-10,327,226		
c	Add lines **4a** and **4b**			4c	-10,327,226
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	228,160,868

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

1	Total expenses and losses per audited financial statements			1	215,258,000
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	215,258,000
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	766,275		
b	Other (Describe in Part XIV)	4b	-10,322,145		
c	Add lines **4a** and **4b**			4c	-9,555,870
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	205,702,130

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 Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
The intended uses of the organization's endowment funds	Schedule D Part V line 4	Endowment withdrawals are used for Education, Conservation and Zoological programs specifically identified as the purpose of the endowment THE BEGINNING BALANCE FOR THE CURRENT YEAR IS GREATER THAN THE ENDING BALANCE FROM THE PRIOR YEAR DUE TO THE INCLUSION OF RESERVES DESIGNATED BY THE BOARD OF TRUSTEES THAT WERE NOT PREVIOUSLY CLASSIFIED AS ENDOWMENTS BY THE BOARD OF TRUSTEES THAT WERE NOT PREVIOUSLY CLASSIFIED AS ENDOWMENTS SCHEDULE D, PART XI, LINE 8 UNREALIZED GAINS/ (LOSSES) ON SWAP TRANSACTION (3,822,364) PENSION RELATED CHANGES OTHER THAN NET PERIODIC PENSION (19,965,000) ROUNDING 5,445 _____ (23,781,919)
SCHEDULE D, PART XII, LINE 2D		INVESTMENT MANAGEMENT FEES (766,275)
SCHEDULE D, PART XII, LINE 4B		COST OF GOODS SOLD RECLASS (10,323,742) ROUNDING (3,484) _____ (10,327,226)
SCHEDULE D PART XIII, LINE 4B		COST OF GOODS SOLD RECLASS (10,323,742) ROUNDING 1,597 _____ (10,322,145)

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number
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 V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activites per Region (Use Part V if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region/investments in region
East Asia and the Pacific		2	Program Services	CONSERVATION RESEARCH	244,309
Central America and the Caribbean	1	1	Program Services	CONSERVATION RESEARCH	244,281
South America	1	1	Program Services	CONSERVATION RESEARCH	141,825
Middle East and North Africa			Program Services	CONSERVATION RESEARCH	106,622
Sub-Saharan Africa	1	2	Program Services	CONSERVATION RESEARCH	85,048
North America			Program Services	CONSERVATION RESEARCH	84,656
South Asia	1	1	Program Services	CONSERVATION RESEARCH	81,479
Europe (Including Iceland and Greenland)			Investments		24,081,487
East Asia and the Pacific			Investments		13,887,651
East Asia and the Pacific			Grantmaking		661,334
Sub-Saharan Africa			Grantmaking		40,000
North America			Grantmaking		5,475
3a Sub-total	4	7			39,664,167
b Total from continuation sheets to Part I					
c **Totals** (add lines 3a and 3b)	4	7			39,664,167

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . . . ▶ ☐
Use Part V if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		East Asia/Pacific	GIANT PANDA CONSERVATION	600,000	WIRE			
		East Asia/Pacific	KIWI POSTDOC PROJECT	56,309	WIRE			
		Sub-Saharan Africa	SWAZILAND PARK SUPPORT	30,000	WIRE			
		Sub-Saharan Africa	CONSERVATION SUPPORT	10,000	WIRE			
		North America	CONSERVATION DONATION	5,475	WIRE			
		East Asia/Pacific	KOALA RESEARCH	5,025	WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . ▶ 6

3 Enter total number of other organizations or entities . . . . . ▶

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
TUITION - ADVANCED DEGREE	Europe/Iceland/Greenland	1	17,121	WIRE			
TUITION - ADVANCED DEGREE	Sub-Saharan Africa	1	32,000	WIRE			

Part IV Foreign Forms

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

Part V Supplemental Information

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

Identifier	ReturnReference	Explanation
ORGANIZATION'S PROCEDURES FOR MONITORING USE OF GRANT FUNDS OUTSIDE THE US	SCHEDULE F, PART I LINE II	THE ORGANIZATION SOMETIMES 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
ACCOUNTING METHOD-EXPENDITURES	FORM 990, SCHEDULE F, PART V	ALL EXPENDITURES ARE REPORTED ON AN ACCRUAL BASIS AS EXPENSES ARE INCURRED AND AS GRANTS ARE AWARDED

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
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** ☑ Internet and e-mail solicitations
- **c** ☑ Phone solicitations
- **d** ☑ In-person solicitations
- **e** ☑ Solicitation of non-government grants
- **f** ☑ Solicitation of government grants
- **g** ☑ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☑ **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 and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	No	**(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
DONOR SERVICES GROUP	TELE- MARKETING		No	169,620	90,650	78,970
CONVIO	ONLINE SOLICITING		No	336,909	78,253	288,656
Total . . . . . ▶				506,529	168,903	367,626

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

AK, AZ, AR, CA, CT, FL, HI, IL, KS, LA, ME, MA, MI, MS, MT, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, SC, TN, UT, WA, WV, WI

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.

		(a) Event #1 RITZ (event type)	(b) Event #2 CELEBRATION (event type)	(c) Other Events 2 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	2,165,815	598,082	340,132	3,104,029
	2 Less Charitable contributions	1,945,052	379,215	77,357	2,401,624
	3 Gross income (line 1 minus line 2)	220,763	218,867	262,775	702,405
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes	88,333	63,056		151,389
	6 Rent/facility costs				
	7 Food and beverages	151,291			151,291
	8 Entertainment				
	9 Other direct expenses	218,341	120,290	159,450	498,081
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(800,761)
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				-98,356

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) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

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

b If "No," Explain _____

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

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶ ----------

Address ▶ ----------

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

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

c If "Yes," enter name and address

Name ▶ ----------

Address ▶ ----------

16 Gaming manager information

Name ▶ ----------

Gaming manager compensation ▶ $ ----------

Description of services provided ▶ ----------

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
DISTINGUISHING PMTS TO FUNDRAISERS	FORM 990 SCHEDULE G PART I COLUMN V	ALL PROFESSIONAL FUNDRAISING SERVICES BILL FOR SERVICES ONLY BASED ON AN AGREED UPON RATE AND DO NOT GET REIMBURSED FOR EXPENSES

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number
95-1648219

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" to 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 . . . ▶ ☐

(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
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 15

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

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

Identifier	Return Reference	Explanation
ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS	FORM 990, SCHEDULE I, PART I, LINE 2	GRANT FUNDS ARE MONITORED THROUGH ACTIVITY REPORTS AND FINANCIAL REPORTS SITE VISITS AND INSPECTIONS ARE MADE FOR CERTAIN ACTIVITIES WHEN APPROPRIATE

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 95-1648219
Name: ZOOLOGICAL SOCIETY OF SAN DIEGO

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
AZA8403 COLESVILLE RD SILVER SPRINGS,MD 20910	55-0526930	501(C)(3)	100,000				STAND UP FOR ZOOS CAMPAIGN
ST LOUIS ZOO FRIENDS ASSOCONE GOVERNMENT DRIVE ST LOUIS,MO 63110	43-0788060	501(C)(3)	25,000				SUPPORT FOR GREVY'S ZEBRA
SAHARA CONSERVATION FUND 60-450 HOPPATCHSPRING RD MTN CTR,CA 92561	26-0171939	501(C)(3)	25,000				2011 SUPPORT
AZA8403 COLESVILLE RD SILVER SPRINGS,MD 20910	55-0526930	501(C)(3)	15,000				ANNUAL CONFERENCE SUPPORT
INTERNATIONAL ELEPHANT FOUNDATIONPO BOX 366 AZLE,TX 76098	75-2815706	501(C)(3)	15,000				ANNUAL SUPPORT
INTERNATIONAL RHINO FOUNDATION 581705 WHITE OAK RD YULEE,FL 32097	75-2395006	501(C)(3)	15,000				ANNUAL SUPPORT
PT LOMA NAZARENE UNIVERSTIY3900 LOMALAND DRIVE SAN DIEGO,CA 92106	95-1644035	501(C)(3)	12,500				BIO DEPARTMENT INTERNSHIPS
SMITHSONIAN INSTITUTIONNATL ZOOL PARK FRONT ROYAL,VA 22630	53-0206027	501(C)(3)	12,500				ANNUAL SUPPORT
CBSG12101 JOHNNYCAKERIDGE RD APPLE VALLEY,MN 55124	41-1719362	501(C)(3)	12,500				ANNUAL SUPPORT
INTERNATIONAL IGUANA FOUNDATION 1989 COLONIAL PARKWAY FT WORTH,TX 76110	75-2954637	501(C)(3)	10,000				ANNUAL SUPPORT
AAZKPO BOX 632984 SAN DIEGO,CA 92103	93-1038602	501(C)(3)	10,000				ANNUAL SUPPORT
AZA8403 COLESVILLE RD SILVER SPRINGS,MD 20910	55-0526930	501(C)(3)	10,000				APE TAG INITIATIVE
RED PANDA NETWORK PO BOX 868 NEWARK,CA 94560	26-1103671	501(C)(3)	10,000				ANNUAL SUPPORT
PT LOMA NAZARENE UNIVERSITY3900 LOMALAND DR SAN DIEGO,CA 92106	95-1644035	501(C)(3)	10,000				JAGUAR PROJECT
PANDRILLUS FOUNDATIONPO BOX 10082 PORTLAND,OR 97296	93-1289932	501(C)(3)	10,000				ANNUAL SUPPORT
THE LIVING DESERT 47900 PORTOLA AVE PALM DESERT,CA 92260	95-3385354	501(C)(3)	10,000				ANNUAL SUPPORT
DOUC LANGER FOUNDATIONPO BOX 23912 SAN DIEGO,CA 92193	26-1582234	501(C)(3)	8,000				DIET ASSESSMENT PROJECT

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number
95-1648219

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
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**	Yes	
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 with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	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**		No
b	Any related organization?	**6b**		No
	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**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured 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**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Douglas Myers	(i)	271,157	666	50,125	214,226	6,766	542,940	0
	(ii)	0	0	0	0	0	0	0
(2) Matthew Musella	(i)	207,332	496	33,720	168,728	4,884	415,160	0
	(ii)	0	0	0	0	0	0	0
(3) Paula Brock	(i)	198,518	447	18,315	97,026	4,400	318,706	0
	(ii)	0	0	0	0	0	0	0
(4) Mark Stuart	(i)	183,740	415	20,438	28,776	486	233,855	0
	(ii)	0	0	0	0	0	0	0
(5) Robert McClure	(i)	160,814	371	32,154	144,814	7,645	345,798	0
	(ii)	0	0	0	0	0	0	0
(6) John Dunlap	(i)	184,597	428	13,081	20,115	3,414	221,635	0
	(ii)	0	0	0	0	0	0	0
(7) Tim Mulligan	(i)	178,447	406	14,355	27,054	1,041	221,303	0
	(ii)	0	0	0	0	0	0	0
(8) Robert Wiese	(i)	148,683	355	30,091	30,489	6,317	215,935	0
	(ii)	0	0	0	0	0	0	0
(9) Robert Erhardt	(i)	185,701	375	5,201	73,800	6,474	271,551	0
	(ii)	0	0	0	0	0	0	0
(10) Allison Alberts	(i)	155,854	375	24,260	81,602	5,646	267,737	0
	(ii)	0	0	0	0	0	0	0
(11) Ted Molter	(i)	149,347	358	26,679	31,107	3,015	210,506	0
	(ii)	0	0	0	0	0	0	0
(12) Donald Janssen	(i)	141,804	318	19,597	125,126	5,096	291,941	0
	(ii)	0	0	0	0	0	0	0
(13) David Rice	(i)	128,876	162	15,963	135,715	5,189	285,905	0
	(ii)	0	0	0	0	0	0	0

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

Identifier	Return Reference	Explanation
COMPANION TRAVEL	FORM 990, SCHEDULE J, PART 1, QUESTION 1A	THE CHIEF EXECUTIVE OFFICER'S EMPLOYMENT AGREEMENT ALLOWS FOR COMPANION TRAVEL, WHICH IS REPORTED AS TAXABLE INCOME ON HIS W-2 AT THE END OF THE YEAR
SCHEDULE J, PART 1, LINE 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

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number
95-1648219

Part I Bond Issues

	(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		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	ABAG FINANCE AUTHORITY FOR NON-PROFIT CORPORATIONS	94-3130123	00037CGJ3	06-04-2004	45,000,000	CONSTRUCTION/IMPROVE FACILITIES		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	0			
2	Amount of bonds defeased	0			
3	Total proceeds of issue	47,672,414			
4	Gross proceeds in reserve funds	0			
5	Capitalized interest from proceeds	0			
6	Proceeds in refunding escrow	0			
7	Issuance costs from proceeds	711,980			
8	Credit enhancement from proceeds	0			
9	Working capital expenditures from proceeds	0			
10	Capital expenditures from proceeds	46,960,434			
11	Other spent proceeds	0			
12	Other unspent proceeds	0			
13	Year of substantial completion	2007			

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X						
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

		A		B		C		D	
		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?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X						
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any 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 ▶	0 %							
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 ▶	0 %							
6	Total of lines 4 and 5	0 %							
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

		A		B		C		D	
		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?		X						
2	Is the bond issue a variable rate issue?	X							
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?	X							
b	Name of provider	BANK OF AMERICA							
c	Term of hedge	30							
d	Was the hedge superintegrated?		X						
e	Was a hedge terminated?		X						
4a	Were gross proceeds invested in a GIC?		X						
b	Name of provider	0							
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?		X						
6	Did the bond issue qualify for an exception to rebate?		X						

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations . . . . . ☑ Yes ☐ No

Part VI Supplemental Information

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

Identifier	Return Reference	Explanation

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number
95-1648219

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) No	(f) Approved by board or committee? Yes	(f) No	(g) Written agreement? Yes	(g) No
Total . . . . . ▶ $										

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV **Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) NEIL PISK	BROTHER OF KEY EMPLOYEE	11,724	REPORTABLE COMPENSATION		No

Part V **Supplemental Information**

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

Identifier	Return Reference	Explanation

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

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

OMB No 1545-0047

2011

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 or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1	Art—Works of art				
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles	X	25	22,501	FAIR MARKET VALUE
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded	X	27	136,717	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 ▸ (DONATED AUCTION ITEMS)	X	20	151,389	FAIR MARKET VALUE
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** 0

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		No
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	Yes	
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			

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.

Identifier	Return Reference	Explanation
THIRD PARTIES HIRED TO PROCESS NONCASH CONTRIBUTIONS	SCHEDULE M LINE 32A	THE ZOOLOGICAL SOCIETY HAS AN AGREEMENT WITH A THIRD PARTY VEHICLE DONATION PROCESSER THE ZOOLOGICAL SOCIETY USES A BROKER TO SELL PUBLICLY TRADED SECURITIES DONATED TO THE ORGANIZATION

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number
95-1648219

Identifier	Return Reference	Explanation
DESCRIPTION OF CLASSES OF MEMBERS OR STOCKHOLDERS	FORM 990, PART VI, QUESTION 6	THE ZOOLOGICAL SOCIETY OF SAN DIEGO HAS OVER 243,000 MEMBER HOUSEHOLDS REPRESENTING APPROXIMATELY 550,000 CARD CARRYING PASSHOLDERS, OF WHICH 115,000 ARE CHILDREN AGES 3-17
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
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
DESCRIBE THE PROCESS USED BY MANAGEMENT &/OR GOVERNING BODY TO REVIEW 990	FORM 990, PART VI, QUESTION 11B	A DRAFT OF THE 990 AND ALL REQUIRED SCHEDULES IS DISTRIBUTED ELECTRONICALLY TO OUR GENERAL COUNSEL, DIRECTOR OF HUMAN RESOURCES, DIRECTOR OF DEVELOPMENT & MEMBERSHIP AND THE OFFICERS OF THE ORGANIZATION FOLLOWING THEIR REVIEW, THE 990 AND SUPPORTING SCHEDULES WERE REVIEWED BY AN OUTSIDE TAX PREPARER AND THEN DISTRIBUTED EITHER ELECTRONICALLY OR IN PAPER FORM TO THE AUDIT COMMITTEE AND TO THE BOARD OF TRUSTEES FOR REVIEW PRIOR TO BEING FILED WITH THE IRS
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 DIRECTOR AND GENERAL COUNSEL FOLLOW UP ON ANY ISSUES REVEALED ON THE DISCLOSURE FORM IN ADDITION, THEY FOLLOW UP ON ISSUES THAT MAY ARISE THROUGHOUT THE YEAR IF A CONFLICT EXISTS, APPROPRIATE ACTION IS TAKEN, SUCH AS PROHIBITING PARTICIPATING IN THE GOVERNING BODY'S DELIBERATIONS AND DECISIONS IN THE TRANSACTION
OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN	FORM 990, PART VI, QUESTIONS 15A & 15B	THE BOARD OF TRUSTEES HAS A CHARTERED COMPENSATION COMMITTEE, FORMED IN 2005 EACH YEAR, THE COMPENSATION COMMITTEE REVIEWS AND CONFIRMS THE EXECUTIVE TEAM'S SALARIES IN 2008, AN OUTSIDE COMPENSATION FIRM PERFORMED A COMPREHENSIVE SALARY SURVEY OF THE ENTIRE EXECUTIVE TEAM THE EXECUTIVE TEAM INCREASES ARE BASED ON THE SOCIETY'S STANDARDIZED MERIT BASED INCREASE PROGRAM THE EXECUTIVE TEAM INCLUDES CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, CHIEF FINANCIAL OFFICER, CHIEF DEVELOPMENT OFFICER, CHIEF HUMAN RESOURCES OFFICER, DIRECTOR-SAN DIEGO ZOO SAFARI PARK, DIRECTOR-SAN DIEGO ZOO, CHIEF LIFE SCIENCES OFFICER, DIRECTOR-VETERINARY SERVICES, CHIEF TECHNOLOGY OFFICER, CHIEF CONSERVATION OFFICER, CORPORATE DIRECTOR OF MARKETING & CORPORATE DIRECTOR OF ANIMAL HEALTH
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 AUDITED FINANCIAL STATEMENT IS ALSO AVAILABLE ON THE ZOOLOGICAL SOCIETY'S WEBSITE
CHANGE IN NET ASSETS	FORM 990, PART XI, LINE 5	PENSION RELATED CHANGES OTHER THAN NET PERIODIC (19,965,000) NET UNREALIZED LOSS ON INVESTMENTS (12,082,000) UNREALIZED LOSS ON SWAP TRANSACTION (3,822,364) ROUNDING (4,594) _____ (35,864,589)

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ZOOLOGICAL SOCIETY OF SAN DIEGO

Employer identification number
95-1648219

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) FNDTN OF ZOOLOGICAL SOCIETY OF SAN DIEGO PO BOX 120551 SAN DIEGO, CA 92122 20-8456251	SUPPORTING	CA	501(C)(3)	11A	ZSSD	Yes	

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

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

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

		Yes	No
1	During the tax year, did the orgranization 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	No
b	Gift, grant, or capital contribution to related organization(s)	1b	No
c	Gift, grant, or capital contribution from related organization(s)	1c	No
d	Loans or loan guarantees to or for related organization(s)	1d	No
e	Loans or loan guarantees by related organization(s)	1e	No
f	Sale of assets to related organization(s)	1f	No
g	Purchase of assets from related organization(s)	1g	No
h	Exchange of assets with related organization(s)	1h	No
i	Lease of facilities, equipment, or other assets to related organization(s)	1i	No
j	Lease of facilities, equipment, or other assets from related organization(s)	1j	No
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k	No
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l	No
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	No
n	Sharing of paid employees with related organization(s)	1n	No
o	Reimbursement paid to related organization(s) for expenses	1o	No
p	Reimbursement paid by related organization(s) for expenses	1p	No
q	Other transfer of cash or property to related organization(s)	1q	No
r	Other transfer of cash or property from related organization(s)	1r	No

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Schedule R (Form 990) 2011

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	