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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation SEAWORLD & BUSCH GARDENS CONSERVATION FUND		<b>A Employer identification number</b>  11-3692807	
Number and street (or P O box number if mail is not delivered to street address) 9205 SOUTH PARK CENTER LOOP		<b>B Telephone number</b> (see instructions)	
City or town, state, and ZIP code Orlando, FL 32819		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 578,663		<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	1,017,772			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .				
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10				
	<b>b</b> Gross sales price for all assets on line 6a _____				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .				
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	1,017,772	0		
	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .				
	<b>c</b> Other professional fees (attach schedule) . . . . .	3,430	3,430		
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	23,311	23,154		157
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	26,741	26,584		157
	<b>25</b> Contributions, gifts, grants paid . . . . .	1,214,168			1,214,168
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,240,909	26,584		1,214,325
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-223,137			
	<b>b Net investment income</b> (if negative, enter -0-)		0		
	<b>c Adjusted net income</b> (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	781,629	578,663	578,663
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
Liabilities	14	Land, buildings, and equipment basis ▶ _____ 100,854 Less accumulated depreciation (attach schedule) ▶ _____ 62,194	58,831	38,660	
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	840,460	617,323	578,663
	17	Accounts payable and accrued expenses . . . . .	1,000	1,000	
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,000	1,000	
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	839,460	616,323	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	839,460	616,323	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	840,460	617,323	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	839,460
2	Enter amount from Part I, line 27a . . . . .	2	-223,137
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	616,323
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	616,323

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . }		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,089,964		
2010	1,045,721		
2009	815,557		
2008	1,675,507		
2007	1,436,650		
2 Total of line 1, column (d). . . . .			2 0 0
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0 0
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .			4 640,023
5 Multiply line 4 by line 3. . . . .			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .			6
7 Add lines 5 and 6. . . . .			7 0
8 Enter qualifying distributions from Part XII, line 4. . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,214,325

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	0
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2. . . . .		3	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	0
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	201	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	201
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	201
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 201	Refunded <input checked="" type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DE, MO, AK, AL, AR, AZ, CA, CO, CT, FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶SWBGCONSERVATIONFUND.ORG				
14	The books are in care of ▶MARC SWANSON Telephone no ▶(407) 226-5085 Located at ▶9205 SOUTH PARK CENTER LOOP Orlando FL ZIP +4 ▶32819			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. . . . .	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes  No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes  No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes  No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes  No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes  No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes  No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

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

Total

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

0

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## Part VIII

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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

## Part IX-A Summary of Direct Charitable Activities

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

1	NONE	0
2		
3		
4		

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

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

1	NONE	0
2		
	All other program-related investments See page 24 of the instructions	
3		

**Total.** Add lines 1 through 3. . . . . 



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	649,770
b	Average of monthly cash balances. . . . .	1b	0
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	649,770
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	649,770
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	9,747
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	640,023
6	Minimum investment return. Enter 5% of line 5. . . . .	6	32,001

Part XI

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

1	Minimum investment return from Part X, line 6. . . . .	1	32,001
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	32,001
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	32,001
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	32,001

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	1,214,325
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,214,325
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,214,325
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				32,001
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .	1,436,967			
b From 2008. . . . .	1,629,432			
c From 2009. . . . .	789,014			
d From 2010. . . . .	1,008,633			
e From 2011. . . . .	1,044,547			
f Total of lines 3a through e. . . . .	5,908,593			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,214,325				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .				
d Applied to 2012 distributable amount. . . . .				32,001
e Remaining amount distributed out of corpus	1,182,324			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,090,917			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	1,436,967			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	5,653,950			
10 Analysis of line 9				
a Excess from 2008. . . .	1,629,432			
b Excess from 2009. . . .	789,014			
c Excess from 2010. . . .	1,008,633			
d Excess from 2011. . . .	1,044,547			
e Excess from 2012. . . .	1,182,324			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

VIRGINIA BUSCH  
423 LYNCH ST BLDG 260-2  
SAINT LOUIS, MO 63118  
(314) 613-6081

b

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

APPLICATION CAN BE FOUND AT SWBG-CONSERVATIONFUND.ORG. ONLINE APPLICATIONS ARE ONLY ACCEPTED.

c

Any submission deadlines

NONE

d

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

CONTRIBUTION GUIDELINES CAN BE FOUND AT SWBG-CONSERVATIONFUND.ORG

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	1,214,168
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .					
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory					
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). .					
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .					

[illegible]

<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
	<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b>	Other transactions			
	<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
	<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
	<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
	<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
	<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
	<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . . ☐ Yes ☒ No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

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

*****	2013-04-24	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr )? ☒ **Yes** ☐ **No**

**Paid  
Preparer  
Use  
Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN  P00023815
	John J Placht	John J Placht	2013-09-03		
	Firm's name <input type="checkbox"/>	John J Placht CPA PC		Firm's EIN <input type="checkbox"/> 43-1610224	
		360 Medina Dr			
	Firm's address <input type="checkbox"/>	Saint Louis, MO 631221426		Phone no (314) 822-4856	

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

Schedule of Contributors  
  
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047  
  
2012

Name of the organization SEAWORLD & BUSCH GARDENS CONSERVATION FUND	Employer identification number 11-3692807
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

<b>Name of organization</b> SEAWORLD & BUSCH GARDENS CONSERVATION FUND	<b>Employer identification number</b> 11-3692807
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>1</u>	SEAWORLD PARKS AND ENTERTAINMENT 9205 SOUTH PARK CTR LOOP STE 400  ORLANDO, FL 32819	\$ 399,370	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>2</u>	Coca-Cola 1 Coca Cola Plaza  Atlanta, GA 30313	\$ 250,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>3</u>	PetCo 9125 Rehco Rd  San Diego, CA 92121	\$ 185,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>4</u>	Bad Boy Mowers 102 Industrial Dr  Batesville, AR 72501	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )



<b>Name of organization</b> SEAWORLD & BUSCH GARDENS CONSERVATION FUND	<b>Employer identification number</b> 11-3692807
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> SEAWORLD & BUSCH GARDENS CONSERVATION FUND	<b>Employer identification number</b> 11-3692807
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<b>Part III</b>	<b>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.</b> Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of <b>\$1,000 or less</b> for the year (Enter this information once See instructions ) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

**TY 2012 Compensation Explanation**

**Name:** SEAWORLD & BUSCH GARDENS CONSERVATION FUND

**EIN:** 11-3692807

Person Name	Explanation
US BANK TRUST DEPARTMENT	TRUSTEE FEES

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** SEAWORLD & BUSCH GARDENS CONSERVATION FUND  
**EIN:** 11-3692807

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIRST AMER PRIME OBLIG FD CL 1	578,663	578,663

## TY 2012 Other Expenses Schedule

**Name:** SEAWORLD & BUSCH GARDENS CONSERVATION FUND

**EIN:** 11-3692807

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Depreciation	20,171	20,171	0	0
Bank fees and wire charges	3,140	2,983	0	157


## TY 2012 Other Professional Fees Schedule

**Name:** SEAWORLD & BUSCH GARDENS CONSERVATION FUND

**EIN:** 11-3692807

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	3,430	3,430	0	0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK TRUST DEPARTMENT 	CUSTODIAN 5 00	3,430	0	0
P O BOX 387 SL-MO-T16T SAINT LOUIS,MO 63166				
VIRGINIA BUSCH	DIRECTOR 5 00	0	0	0
423 LYNCH ST BLDG 260-2 SAINT LOUIS,MO 63118				
BRADLEY F ANDREWS	PRESIDENT AND EXECUTIVE DIRECT 5 00	0	0	0
9205 SOUTH PARK CENTER LOOP ORLANDO,FL 32819				
HOWARD DEMSKY	SECRETARY 5 00	0	0	0
9205 SOUTH PARK CENTER LOOP ORLANDO,FL 32819				
JAMES D ATCHISON	DIRECTOR 5 00	0	0	0
9205 SOUTH PARK CENTER LOOP ORLANDO,FL 32819				
JACK HANNA	DIRECTOR 2 00	0	0	0
9990 RIVERSIDE DR COLUMBUS,OH 43065				
JULIE SCARDINA	DIRECTOR 5 00	0	0	0
500 SEAWORLD DRIVE San Diego,CA 921097904				
JAMES DEAN	DIRECTOR 1 00	0	0	0
3605 E BOUGAINVILLEA AVENUE Tampa,FL 33612				
HUGH BERT SHARE	DIRECTOR 1 00	0	0	0
ONE BUSCH PLACE ST LOUIS,MO 63118				
DAVID GRABE	DIRECTOR 2 00	0	0	0
ONE BUSCH PLACE ST LOUIS,MO 63118				
HEATHER MEIER	PROJECT MNGR 5 00	0	0	0
423 LYNCH ST BLDG 260-2 SAINT LOUIS,MO 63118				
GLENN YOUNG	DIRECTOR 5 00	0	0	0
9205 SOUTH PARK CENTER LOOP ORLANDO,FL 32819				
SHEILA VOSS	DIRECTOR 5 00	0	0	0
423 LYNCH ST BLDG 260-2 SAINT LOUIS,MO 63118				
WILLIAM STREET	DIRECTOR 5 00	0	0	0
3605 E BOUGAINVILLEA AVENUE Tampa,FL 33612				
MARC SWANSON	TREASURER 5 00	0	0	0
9205 SOUTH PARK CENTER LOOP Orlando,FL 32819				
JUDY ST LEGER	DIRECTOR 2 00	0	0	0
500 SEAWORLD DRIVE San Diego,CA 921097904				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ORANGUTAN FOUNDATION INTL 824 S WELLESLEY AVE Los Angeles, CA 90049	NONE	EXEMPT	GENERAL	32,000
FLORIDA KEYS WILDLIFE RESCUE P O BOX 431392 Brooksville,FL 34613	NONE	EXEMPT	GENERAL	7,000
ECOLIFE FOUNDATION 324 STATE PLACE Escondido,CA 92029	NONE	EXEMPT	GENERAL	10,000
AFRICAN PEOPLE and WILDLIFE FUND 19 PHEASANT HILL DR Far Hills,NJ 07931	NONE	EXEMPT	GENERAL	15,000
PAN AFRICAN SANCTUARIES ALLIAN 5705 N WILBUR AVE Portland,OR 97217	NONE	EXEMPT	GENERAL	27,000
TEXAS MARINE MAMMAL STRANDING 4700 AVENUE U BLDG 306 Galveston,TX 77551	NONE	EXEMPT	GENERAL	15,000
THE XERCES SOCIETY INC 628 NE BROADWAY STE 200 Portland,OR 97232	NONE	EXEMPT	GENERAL	5,000
HUBBS SEAWORLD RESEARCH INSTIT 3830 SOUTH HIGHWAY A1A 4-181 Melbourne Beach,FL 32951	NONE	EXEMPT	GENERAL	10,175
ART OF CONSERVATION 2118 HIGH STREET Des Moines,IA 50312	NONE	EXEMPT	GENERAL	5,000
NATIONAL AUDUBON SOCIETY 159 SAPSUCKERE WOOD ROAD Ithaca,NY 14850	NONE	EXEMPT	GENERAL	15,000
WILDLIFE IN NEED 7651 SANTOS ROAD Lompoc,CA 93436	NONE	EXEMPT	GENERAL	11,000
ECOLOGY PROJECT INTERNATIONAL 315 S 4TH STREET EAST Silver Gate,MT 59081	NONE	EXEMPT	GENERAL	22,000
THE LANDS COUNCIL 25 WEST MAIN AVE STE 222 Spokane,WA 99201	NONE	EXEMPT	GENERAL	15,000
WILD CAT CONSERVATION INC P O BOX 1206 Kingsville,TX 78364	NONE	EXEMPT	GENERAL	5,000
RESTORE AMERICAS ESTUARIES 2020 NORTH 14TH STREET STE 210 Arlington,VA 22201	NONE	EXEMPT	GENERAL	30,000



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE OCEAN FOUNDATION P O BOX 34103 San Diego,CA 92163	NONE	EXEMPT	GENERAL	8,000
NEW NATURE FOUNDATION 1654 HUMBOLT STREET 1 Denver,CO 80218	NONE	EXEMPT	GENERAL	8,000
WILDLIFE ALLIANCE 909 THIRD AVE FIFTH FLOOR New York,NY 10022	NONE	EXEMPT	GENERAL	30,000
CALIFORNIA WOLF CENTER 229 BRANNON STREET UNIT 9J San Francisco,CA 94107	NONE	EXEMPT	GENERAL	20,000
PAINTED DOG CONSERVATION 2574S BASSETT LANE San Francisco,CA 94110	NONE	EXEMPT	GENERAL	25,000
PACIFIC WILDLIFE CARE P O BOX 1134 Morro Bay,CA 93443	NONE	EXEMPT	GENERAL	10,000
PROJECT WILDLIFE 4343 MORENA BLVD STE 7 San Diego,CA 92117	NONE	EXEMPT	GENERAL	10,000
FRIENDS OF CONSERVATION 700 COMMERCE DR STE 500 Oak Brook,IL 60523	NONE	EXEMPT	GENERAL	10,000
UNIVERSITY OF FLORIDA 219 GINTER HALL Gainesville,FL 32611	NONE	EXEMPT	GENERAL	120,000
LAND EMPOWERMENT ANIMALS PEOPL 3378 REVERE AVENUE Oakland,CA 94605	NONE	EXEMPT	GENERAL	10,000
HELP THEM LAST LOVE A SEA TURT 105 BISHOP DR Winterville,NC 28590	NONE	EXEMPT	GENERAL	5,000
OMAHAS HENRY DOORLY ZOO 3701 S 10TH STREET Omaha,NE 68107	NONE	EXEMPT	GENERAL	5,000
CHEETAH CONSERVATION FUND P O BOX 2496 Alexandria,VA 22301	NONE	EXEMPT	GENERAL	9,000
IPE INSTITUTO DE PESQUISAS ECO RUA RIO JUTAI 885 BR	NONE	EXEMPT	GENERAL	7,065
THE GROUND HORBILL RESEARCH PRIVATE BAG X1644 SF	NONE	EXEMPT	GENERAL	12,000

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SOUTH LUANGWA CONSERVATION SOC BOX 3 ZA	NONE	EXEMPT	GENERAL	10,000
AUDUBON CENTER FOR BIRDS OF PR 159 SAPSUCKEER WOODS RD Ithaca,NY 14850	NONE	EXEMPT	GENERAL	20,000
FUNDACION ECOLOGICA RESCATE JA P OBOX 09 03 30197 EC	NONE	EXEMPT	GENERAL	15,000
GIRAFFE CONSSERVATION FOUNDATI 26 GRASMERE RD UK	NONE	EXEMPT	GENERAL	15,000
GREVYS ZEBRA TRUST P OBOX 15351 KE	NONE	EXEMPT	GENERAL	15,000
SANCCOB P O BOX 11116 BLOUBERGRANDT SF	NONE	EXEMPT	GENERAL	20,000
NAANKUSE FOUNDATION P OBOX 99292 WA	NONE	EXEMPT	GENERAL	12,000
SEAWARD ASSN FOR ADVANCEMENT 301 RAILWAY AVE Seward,AK 99664	NONE	EXEMPT	GENERAL	10,000
ASSOCIATED SCIENTISTS AT WOODS P O BOX 721 Woods Hole,MA 02543	NONE	EXEMPT	GENERAL	10,000
VENNER AV LWIRO TINGHAUGEN NO	NONE	EXEMPT	GENERAL	10,000
MINTON FARM ANIMAL RESCUE CENT 1B MARALYN COURT ABERFOYLE PAR AS	NONE	EXEMPT	GENERAL	12,000
AFRICAN CONSERVATION TRUST P O BOX 310 SF	NONE	EXEMPT	GENERAL	15,000
INTERETHNIC HEALTH ALLIANCE P O BOX 526089 Salt Lake City,UT 84152	NONE	EXEMPT	GENERAL	6,000
CHEETAH CONSERVATION FUND P O BOX 2496 Alexandria,VA 22301	NONE	EXEMPT	GENERAL	20,000
TUSK TRUST 4 CHEAPSIDE HOUSE HIGH STREET UK	NONE	EXEMPT	GENERAL	15,000


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ENDANGERED SPECIES INTERNATION 94 RUE DE LA CROIX DU SUD FR	NONE	EXEMPT	GENERAL	10,000
PRIMERO CONSERVATION P O BOX 16106 San Simon,AZ 85632	NONE	EXEMPT	GENERAL	10,000
FAUNA and FLORA INTERNATIONAL IN 1720 N STREET NW Washington,DC 20036	NONE	EXEMPT	GENERAL	25,000
NATURE IRAQ HOUSE 25 STREET 27 ASHTY 104 IZ	NONE	EXEMPT	GENERAL	10,000
BREVARD ZOO 8225 N WICKHAM RD Melbourne,FL 32940	NONE	EXEMPT	GENERAL	10,000
NYDHEE EA 187 STAGE 2 LAXMISAGAR IN	NONE	EXEMPT	GENERAL	5,000
FAUNA and FLORA INTERNATIONAL IN 1720 N STREET NW Washington,DC 20036	NONE	EXEMPT	GENERAL	15,000
WAKULUZU FRIENDS OF COLOBUS TRUST PO BOX 5380 DIANI BEACH KE	NONE	EXEMPT	GENERAL	10,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD Bronx,NY 10463	NONE	EXEMPT	GENERAL	10,000
FRIENDS OF BONOBOs P O BOX 80254 Minneapolis,MN 55408	NONE	EXEMPT	GENERAL	22,000
BAT CONSERVATION INTERNATIONAL P O BOX 162603 Austin,TX 78716	NONE	EXEMPT	GENERAL	15,000
AMERICAM MUSEUM OF NATURAL HIS CENTRAL PARK WEST AT 79TH ST New York,NY 10024	NONE	EXEMPT	GENERAL	10,000
GUNUNG PALUNG ORANGUTAN CONS P P O BOX 15680 Boston,MA 02215	NONE	EXEMPT	GENERAL	10,000
HEALTH IN HARMONY 4110 SE HAWTHIRNE BLVD 246 Portland,OR 97214	NONE	EXEMPT	GENERAL	10,000
SEA ANIMALS SOLUTION P O BOX 317 BEAU CM	NONE	EXEMPT	GENERAL	5,000

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BAT CONSERVATION INTERNATIONAL P O BOX 162603 Austin,TX 78716	NONE	EXEMPT	GENERAL	10,000
EWASO LIONS PROJECT P O BOX 14996 KE	NONE	EXEMPT	GENERAL	12,000
EDUCATION FOR NATURE VIETNAM 5 IF1 LANE 192 THAI THINH ST VM	NONE	EXEMPT	GENERAL	10,000
MALPELO and OTHER MARINE ECSYSTE CARRERA 7 NO 32-33 PISO 27 CO	NONE	EXEMPT	GENERAL	10,000
ROYAL ZOOLOGICAL SOCIETY OF SC RUA LICUALA 622 BR	NONE	EXEMPT	GENERAL	15,000
CONSERVATION LOWER ZAMBEZI P O BOX 30972 ZA	NONE	EXEMPT	GENERAL	10,000
UGANDA CONSERVATION FUND LOW MAINS FARM MASHAM UK	NONE	EXEMPT	GENERAL	15,000
BAY ISLANDS CONSERVATION ASSOC BICA ITILA NEW AIRPORT RD HO	NONE	EXEMPT	GENERAL	10,000
WILDLIFE CONSERVATION RESEARCH RECANATI KAPLAN CENTRE TUBNEY UK	NONE	EXEMPT	GENERAL	15,000
POLAR BEARS INTERNATIONAL P O BOX 3008 Bozeman,MT 59772	NONE	EXEMPT	GENERAL	20,000
SOUTHWEST WILDLIFE CONSERVATIO PMB 115 8711 E PINNACLE PEAK R Scottsdale,AZ 85255	NONE	EXEMPT	GENERAL	7,000
PROYECTO TITI 25745 BASSETT LANE Los Altos,CA 94022	NONE	EXEMPT	GENERAL	10,000
INTERNATINAL RHINO FOUNDATION 581705 WHITE OAK RD Yulee,FL 32097	NONE	EXEMPT	GENERAL	15,000
MANGROVE PROJECT 17 BEACH DRIVE CJ	NONE	EXEMPT	GENERAL	7,000
THE ROYAL SOCIETY FOR THE PROT SANDY BEDFORDSHIRE SG1920L UK	NONE	EXEMPT	GENERAL	20,000

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CENTRE FOR ECOLOGY and WILDLIFE DIESASESGREENDALE FIELD STATIO IN	NONE	EXEMPT	GENERAL	10,000
IZAAK WALTON LEAGUE OF AMERICA 707 CONSERVATION LANE Gaithersburg,MD 20878	NONE	EXEMPT	GENERAL	10,000
SEA TO SHORE ALLIANCE 200 SECOND AVE SOUTH STE 315 Saint Petersburg,FL 33701	NONE	EXEMPT	GENERAL	11,740
ZOOLOGICAL SOCIETY OF LONDON REGENTS PARK UK	NONE	EXEMPT	GENERAL	10,000
WILDLIFE CONSERVATION NETWORK 25745 BASSETT LANE Los Altos,CA 94022	NONE	EXEMPT	GENERAL	5,000
INTERNATIONAL BIRD RESCUE 444 WEST OCEAN BLVD SUITE 777 Long Beach,CA 90802	NONE	EXEMPT	GENERAL	5,000
PUNTA SAN JUAN PROJECT AV ARMENDARIZ 445 PE	NONE	EXEMPT	GENERAL	3,500
UNIVERSITY OF FLORIDA 219 GINTER HALL Gainesville,FL 32611	NONE	EXEMPT	GENERAL	77,688
<b>Total . . . . .</b>  <b>3a</b>				1,214,168