

Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

A For the 2013 calendar year, or tax year beginning JUL 1, 2013 and ending JUN 30, 2014

Form header section containing: B Check if applicable (Address change, Name change, etc.), C Name of organization (ARIZONA CENTER FOR NATURE CONSERVATION), D Employer identification number (86-0174843), E Telephone number (602-286-3000), G Gross receipts (\$25,598,407), H(a) Is this a group return, H(b) Are all subordinates included?, H(c) Group exemption number, I Tax-exempt status, J Website (WWW.PHOENIXZOO.ORG), K Form of organization (Corporation), L Year of formation (1961), M State of legal domicile (AZ)

Part I Summary

Table with 2 columns: Description and Amount. Rows include: 1 Briefly describe the organization's mission (IMPROVING PEOPLE'S LIVES THROUGH INTERACTION WITH NATURE...), 2 Check this box if discontinued, 3-6 Number of members/volunteers, 7a Total unrelated business revenue, 7b Net unrelated business taxable income.

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 8-12 Revenue (Contributions, Program service, Investment, Other, Total), 13-19 Expenses (Grants, Benefits, Salaries, Fundraising, Other, Total, Revenue less expenses).

Table with 3 columns: Description, Beginning of Current Year, End of Year. Rows include: 20 Total assets, 21 Total liabilities, 22 Net assets or fund balances.

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.

Signature block section containing: Sign Here (Signature of officer: BONNIE MENDOZA, CFO), Paid Preparer Use Only (Preparer: COLETTE KAMPS, CPA; Date: 05/11/15; PTIN: P00367616; Firm: HENRY & HORNE, LLP; Address: 2055 E WARNER RD, STE 101, TEMPE, AZ 85284)

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE PHOENIX ZOO PROVIDES EXPERIENCES THAT INSPIRE PEOPLE AND MOTIVATE THEM TO CARE FOR THE NATURAL WORLD.

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 17,577,802. including grants of \$ 95,845.) (Revenue \$ 18,825,424.) THE ARIZONA CENTER FOR NATURE CONSERVATION OPERATES A 126-ACRE ZOOLOGICAL PARK WITH OVER 1,400 ANIMALS IN EXHIBITIONS AND PARTICIPATES IN WORLDWIDE SPECIES SURVIVAL PLANS. THROUGH ECOSYSTEM EXHIBITION, EDUCATION AND CONSERVATION, THE ZOO SERVES VISITORS WITH A MISSION TO PROVIDE EXPERIENCES THAT INSPIRE PEOPLE AND MOTIVATE THEM TO CARE FOR THE NATURAL WORLD. WITH A FOCUS ON EXPERIENTIAL LEARNING, THE ZOO ALSO CONDUCTS A VARIETY OF EDUCATIONAL ACTIVITIES WITH CHILDREN AS THEIR PRIMARY AUDIENCE TO EMPHASIZE CARING RELATIONSHIPS, PERSONAL RESPONSIBILITY, AND ACTION TO CONSERVE ANIMALS AND NATURE IN GENERAL.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 17,577,802.

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)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
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? <i>If "Yes," complete Schedule C, Part II</i>		X
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? <i>If "Yes," complete Schedule C, Part III</i>		X
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? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
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, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
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? <i>If "Yes," complete Schedule D, Part VIII</i>		X
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? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
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? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a 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? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

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

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

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 27 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent 1b 27		
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?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	X	
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?	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
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		X

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?		X
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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization	X	
	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?		X
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?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **AZ**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **BONNIE MENDOZA - 602-286-3000**
455 N. GALVIN PARKWAY, PHOENIX, AZ 85008

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LYNN AGNELLO TRUSTEE	1.00	X					0.	0.	0.	
(2) MARY ALEXANDER TRUSTEE	1.00	X					0.	0.	0.	
(3) HEIDI BERGER TRUSTEE	1.00	X					0.	0.	0.	
(4) JIM BURKE TRUSTEE	1.00	X					0.	0.	0.	
(5) MICHELLE CLARKE TRUSTEE	1.00	X					0.	0.	0.	
(6) JOELLEN DOORNBOS TRUSTEE	1.00	X					0.	0.	0.	
(7) LARRY FINK TRUSTEE	1.00	X					0.	0.	0.	
(8) BILL HALNON TRUSTEE	1.00	X					0.	0.	0.	
(9) STEPHEN HIGGINS TRUSTEE	1.00	X					0.	0.	0.	
(10) JOHN HOOPES TRUSTEE	1.00	X					0.	0.	0.	
(11) SUE KIDD TRUSTEE	1.00	X					0.	0.	0.	
(12) MANNY MOLINA TRUSTEE	1.00	X					0.	0.	0.	
(13) ALBERT MORRIS TRUSTEE	1.00	X					0.	0.	0.	
(14) HARRY PAPP VICE CHAIR FINANCIAL DEVELOPMENT	2.00	X		X			0.	0.	0.	
(15) PHIL PETERSEN TRUSTEE	1.00	X					0.	0.	0.	
(16) DON SATIROFF TRUSTEE	1.00	X					0.	0.	0.	
(17) ADRIENNE SCHIFFNER TRUSTEE	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MAJA WESSELS TRUSTEE	1.00	X					0.	0.	0.	
(19) PETER FAUR CHAIR	2.00	X		X			0.	0.	0.	
(20) AARON DETZER VICE CHR BOARD DEVELOPMENT	2.00	X		X			0.	0.	0.	
(21) FREDERICK CUMMINGS SECRETARY	2.00	X		X			0.	0.	0.	
(22) DEREK KERR TRUSTEE	1.00	X					0.	0.	0.	
(23) GABRIELLE VITALE VICE CHAIR FINANCE/TREASURER	2.00	X		X			0.	0.	0.	
(24) JEAN BINGHAM VICE CHAIR OUTCOMES	2.00	X		X			0.	0.	0.	
(25) STEPHEN FISHER TRUSTEE	1.00	X					0.	0.	0.	
(26) NORBERTO CASTRO PRESIDENT/CEO	40.00			X			355,525.	0.	30,801.	
1b Sub-total							355,525.	0.	30,801.	
c Total from continuation sheets to Part VII, Section A							628,222.	0.	76,550.	
d Total (add lines 1b and 1c)							983,747.	0.	107,351.	

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 **5**

	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		X
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	X	
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		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
D.L. WITHERS CONSTRUCTION, LC 3220 E. HARBOUR DR, PHOENIX, AZ 85034	CONSTRUCTION CONTRACTOR	1,564,472.
URIAS COMMUNICATIONS P.O. BOX 14935, SCOTTSDALE, AZ 85267	ADVERTISING	733,881.
THE ARIZONA REPUBLIC P.O. BOX 677595, DALLAS, TX 75267	DIRECT MAIL AND ADVERTISING	501,172.
WDM ARCHITECTS P.A. 105 N WASHINGTON ST, WICHITA, KS 67202	ARCHITECTS	359,123.
CAMELS FOR A CAUSE, 4014 E BROADWAY, SUITE 412, PHOENIX, AZ 85040	3RD PARTY CAMEL VENDOR	259,003.

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 **16**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a 9,380.					
	b Membership dues	1b					
	c Fundraising events	1c 166,294.					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 4,754,409.					
	g Noncash contributions included in lines 1a-1f: \$	938,765.					
	h Total. Add lines 1a-1f		4,930,083.				
	Program Service Revenue	Business Code					
2 a ADMISSIONS AND MEMBERSHIPS		900099	13,124,314.	13,124,314.			
b RETAIL		900099	2,875,232.	2,875,232.			
c GROUP SERVICES		900099	1,153,789.	1,153,789.			
d EDUCATIONAL SERVICES		900099	912,457.	912,457.			
e FOOD SERVICES		900099	713,776.	713,776.			
f All other program service revenue							
g Total. Add lines 2a-2f		18,779,568.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		391,302.			391,302.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	1,043,947.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	990,928.				
		c Gain or (loss)	53,019.				
	d Net gain or (loss)		53,019.			53,019.	
	8 a Gross income from fundraising events (not including \$ 166,294. of contributions reported on line 1c). See Part IV, line 18	a	407,651.				
b Less: direct expenses		93,719.					
c Net income or (loss) from fundraising events			313,932.			313,932.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS	900099	45,856.	45,856.				
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d		45,856.				
12 Total revenue. See instructions.		24,513,760.	18,825,424.	0.	758,253.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

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	57,305.	57,305.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	9,500.	9,500.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	29,040.	29,040.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	823,587.	310,027.	239,067.	274,493.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	9,397,758.	7,912,014.	938,910.	546,834.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	267,588.	238,815.	21,810.	6,963.
9 Other employee benefits	1,493,393.	1,212,667.	169,012.	111,714.
10 Payroll taxes	716,603.	577,179.	82,685.	56,739.
11 Fees for services (non-employees):				
a Management				
b Legal	4,576.		4,576.	
c Accounting	48,800.		48,800.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	419,547.	31,203.	382,348.	5,996.
12 Advertising and promotion	1,934,573.	4,548.	1,455,837.	474,188.
13 Office expenses	1,072,029.	566,784.	399,167.	106,078.
14 Information technology				
15 Royalties				
16 Occupancy	999,920.	998,831.	987.	102.
17 Travel	129,136.	105,089.	20,086.	3,961.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	9,119.		9,119.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,545,251.	2,223,806.	215,309.	106,136.
23 Insurance	241,972.	181,277.	40,655.	20,040.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ANIMAL COLLECTION EXPEN	873,827.	873,827.		
b REPAIRS & MAINTENANCE	817,645.	811,756.	5,889.	
c COST OF PRODUCT/CATERIN	693,029.	599,946.		93,083.
d VENDOR COMMISSIONS	587,264.	587,264.		
e All other expenses	394,346.	246,924.	68,659.	78,763.
25 Total functional expenses. Add lines 1 through 24e	23,565,808.	17,577,802.	4,102,916.	1,885,090.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A)		(B)		
		Beginning of year		End of year		
Assets	1	Cash - non-interest-bearing	5,450,164.	1	6,275,574.	
	2	Savings and temporary cash investments	1,004,091.	2	1,006,604.	
	3	Pledges and grants receivable, net	1,655,136.	3	1,490,079.	
	4	Accounts receivable, net	56,231.	4	67,329.	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7	Notes and loans receivable, net		7		
	8	Inventories for sale or use	132,036.	8	176,977.	
	9	Prepaid expenses and deferred charges	118,980.	9	129,866.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 61,212,249.			
	b	Less: accumulated depreciation	10b 35,304,194.	25,324,306.	10c	25,908,055.
	11	Investments - publicly traded securities	6,251,730.	11	6,911,465.	
	12	Investments - other securities. See Part IV, line 11		12		
	13	Investments - program-related. See Part IV, line 11		13		
	14	Intangible assets		14		
	15	Other assets. See Part IV, line 11	5,582,408.	15	6,031,606.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	45,575,082.	16	47,997,555.		
Liabilities	17	Accounts payable and accrued expenses	998,422.	17	1,645,008.	
	18	Grants payable		18		
	19	Deferred revenue	2,915,441.	19	2,850,421.	
	20	Tax-exempt bond liabilities		20		
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23	Secured mortgages and notes payable to unrelated third parties		23		
	24	Unsecured notes and loans payable to unrelated third parties		24		
	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	68,678.	25	34,117.	
	26	Total liabilities. Add lines 17 through 25	3,982,541.	26	4,529,546.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets	29,611,849.	27	31,402,023.	
	28	Temporarily restricted net assets	6,222,446.	28	5,855,528.	
	29	Permanently restricted net assets	5,758,246.	29	6,210,458.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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	41,592,541.	33	43,468,009.	
34	Total liabilities and net assets/fund balances	45,575,082.	34	47,997,555.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	24,513,760.
2	Total expenses (must equal Part IX, column (A), line 25)	2	23,565,808.
3	Revenue less expenses. Subtract line 2 from line 1	3	947,952.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	41,592,541.
5	Net unrealized gains (losses) on investments	5	475,304.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	452,212.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	43,468,009.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	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		

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

OMB No. 1545-0047

2013

Open to Public Inspection

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

Name of the organization ARIZONA CENTER FOR NATURE CONSERVATION	Employer identification number 86-0174843
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box 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 - Non-functionally integrated
- 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 supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the 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?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. 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		<input type="checkbox"/>
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2013. 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		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2012. 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		<input type="checkbox"/>
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		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5,340,943.	6,036,859.	6,524,433.	5,746,751.	5,244,015.	28,893,001.
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	15,304,743.	15,103,607.	17,774,606.	18,275,861.	18,779,568.	85,238,385.
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						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	20,645,686.	21,140,466.	24,299,039.	24,022,612.	24,023,583.	114,131,386.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6.)						114,131,386.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	20,645,686.	21,140,466.	24,299,039.	24,022,612.	24,023,583.	114,131,386.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	364,484.	569,359.	440,123.	414,135.	444,321.	2,232,422.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	364,484.	569,359.	440,123.	414,135.	444,321.	2,232,422.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	107,401.	<694.>	<8,318.>	42,896.	45,856.	187,141.
13 Total support. (Add lines 9, 10c, 11, and 12.)	21,117,571.	21,709,131.	24,730,844.	24,479,643.	24,513,760.	116,550,949.

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	97.92 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	98.10 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	1.92 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	1.73 %

19a 33 1/3% support tests - 2013. 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 - 2012. 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

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, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization ARIZONA CENTER FOR NATURE CONSERVATION **Employer identification number** 86-0174843

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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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 education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 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 Tax 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, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) 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 acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	4,399,846.	3,985,701.	3,567,465.	2,599,150.	1,920,176.
b Contributions	233,099.	310,273.	504,085.	807,014.	610,379.
c Net investment earnings, gains, and losses	203,096.	136,329.	13,691.	161,301.	68,595.
d Grants or scholarships					
e Other expenditures for facilities and programs	51,281.	32,460.	99,540.		
f Administrative expenses					
g End of year balance	4,784,760.	4,399,846.	3,985,701.	3,567,465.	2,599,150.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 81.00 %
 - b Permanent endowment 19.00 %
 - c Temporarily restricted endowment .00 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		15,904,088.	6,065,354.	9,838,734.
c Leasehold improvements				
d Equipment		32,875,571.	23,684,183.	9,191,388.
e Other		12,432,590.	5,554,657.	6,877,933.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				25,908,055.

Part VII Investments - Other Securities.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) DEPOSITS	25,394.
(2) BENEFICIAL INTEREST IN PERPETUAL TRUSTS	5,451,212.
(3) REAL ESTATE RESTRICTED FOR INVESTMENT IN LONG-LIVED	
(4) ASSETS	555,000.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	6,031,606.

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) OBLIGATIONS UNDER CAPITAL LEASE	34,117.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	34,117.

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	25,534,995.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	475,304.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	452,212.
e	Add lines 2a through 2d	2e	927,516.
3	Subtract line 2e from line 1	3	24,607,479.
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 XIII.)	4b	<93,719.>
c	Add lines 4a and 4b	4c	<93,719.>
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	24,513,760.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

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

1	Total expenses and losses per audited financial statements	1	23,659,527.
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 XIII.)	2d	93,719.
e	Add lines 2a through 2d	2e	93,719.
3	Subtract line 2e from line 1	3	23,565,808.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	23,565,808.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4:

EXPLANATION: THE ORGANIZATION HAS ALLOWED FOR APPROPRIATING FOR DISTRIBUTION EACH YEAR UP TO 5% OF ITS ENDOWMENT FUND'S AVERAGE FAIR VALUE OVER THE PRIOR 12 QUARTERS THROUGH THE CALENDAR YEAR-END PRECEDING THE FISCAL YEAR IN WHICH THE DISTRIBUTION IS PLANNED. IN ESTABLISHING THIS POLICY, THE ORGANIZATION CONSIDERED THE LONG TERM EXPECTED RETURN ON ITS ENDOWMENT. THIS IS CONSISTENT WITH THE ORGANIZATION'S OBJECTIVE TO MAINTAIN THE PURCHASING POWER OF THE ENDOWMENT ASSETS HELD IN PERPETUITY OR FOR A SPECIFIED TERM, AS WELL AS TO PROVIDE ADDITIONAL REAL GROWTH THROUGH NEW GIFTS AND INVESTMENT RETURN.

PART X, LINE 2:

Part XIII Supplemental Information (continued)

EXPLANATION: THE ZOO RECOGNIZES UNCERTAIN TAX POSITIONS IN THE FINANCIAL STATEMENTS WHEN IT IS MORE LIKELY-THAN-NOT THAT THE POSITIONS WILL NOT BE SUSTAINED UPON EXAMINATION BY THE TAX AUTHORITIES. AS OF JUNE 30, 2014, THE ORGANIZATION HAD NO UNCERTAIN TAX POSITIONS THAT QUALIFY FOR EITHER RECOGNITION OR DISCLOSURE IN THE FINANCIAL STATEMENTS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

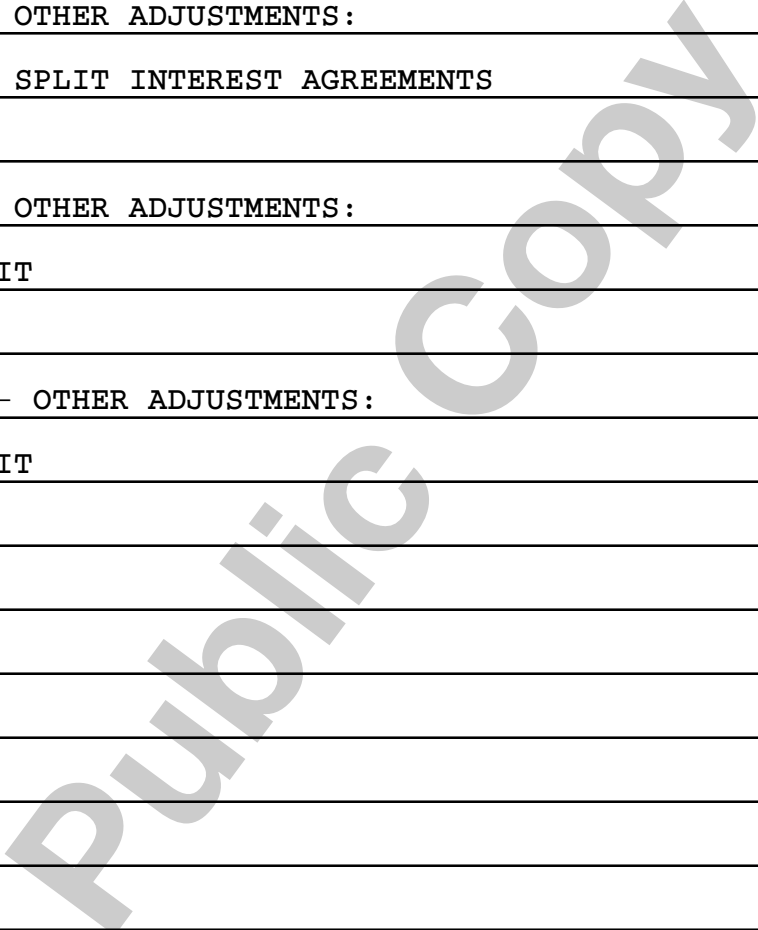
CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS 452,212.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

DIRECT DONOR BENEFIT -93,719.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT DONOR BENEFIT 93,719.



**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: **ARIZONA CENTER FOR NATURE CONSERVATION**
Employer identification number: **86-0174843**

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

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
SOUTHWEST MADAGASCAR	0	0	PROGRAM SERVICES	MANGROVE CONSERVATION	2,970.
ZIMBABWE	0	0	PROGRAM SERVICES	SAFEGUARDING BIODIVERSITY OF MATOBO HILLS	2,709.
VIETNAM	0	0	PROGRAM SERVICES	TURTLE RESCUE AND EDUCATION	2,820.
BRAZIL	0	0	PROGRAM SERVICES	GIANT ARMADILLO PROJECT	3,000.
TANZANIA	0	0	PROGRAM SERVICES	HUMAN-ELEPHANT MITIGATION	2,800.
VIETNAM	0	0	PROGRAM SERVICES	SUNDA PANGOLIN RELEASE PROTOCOL STANDARD DEVELOPMENT	3,000.
NIGERIA	0	0	PROGRAM SERVICES	PRE-RELEASE ENCLOSURES FOR NIGERIAN RAINFOREST PRIMATES	3,000.
MALAYSIA	0	0	PROGRAM SERVICES	KINABATANGAN RIVER SPIRIT INITIATIVE	2,960.
3 a Sub-total	0	0			23,259.
b Total from continuation sheets to Part I	0	0			5,781.
c Totals (add lines 3a and 3b)	0	0			29,040.

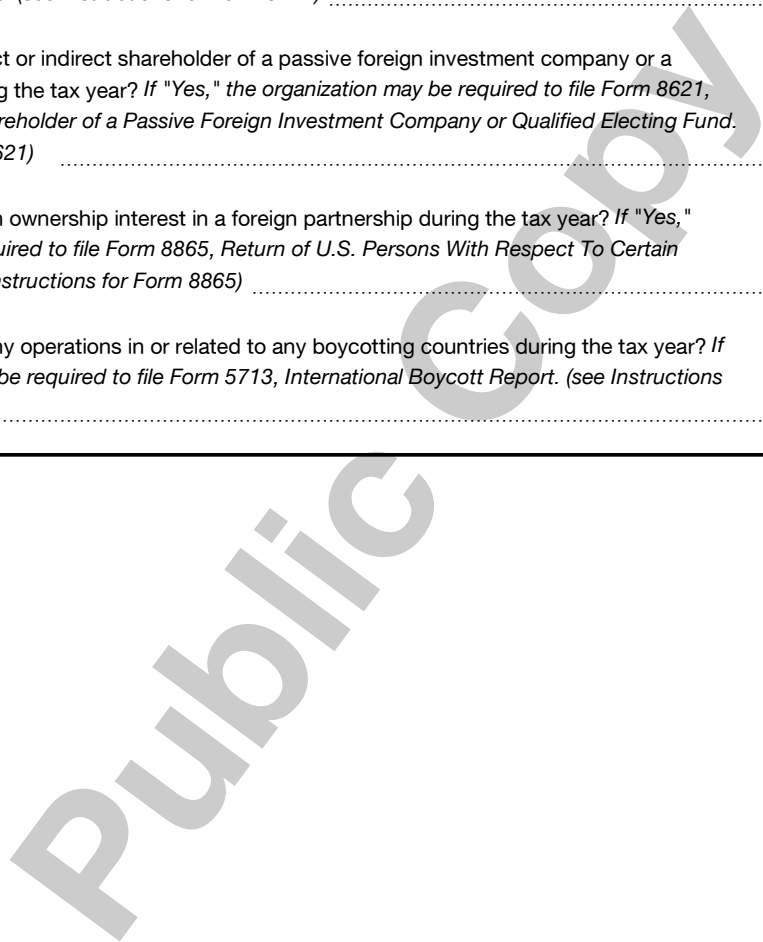
LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2013

Part IV Foreign Forms

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

Schedule F (Form 990) 2013



Part V Supplemental Information

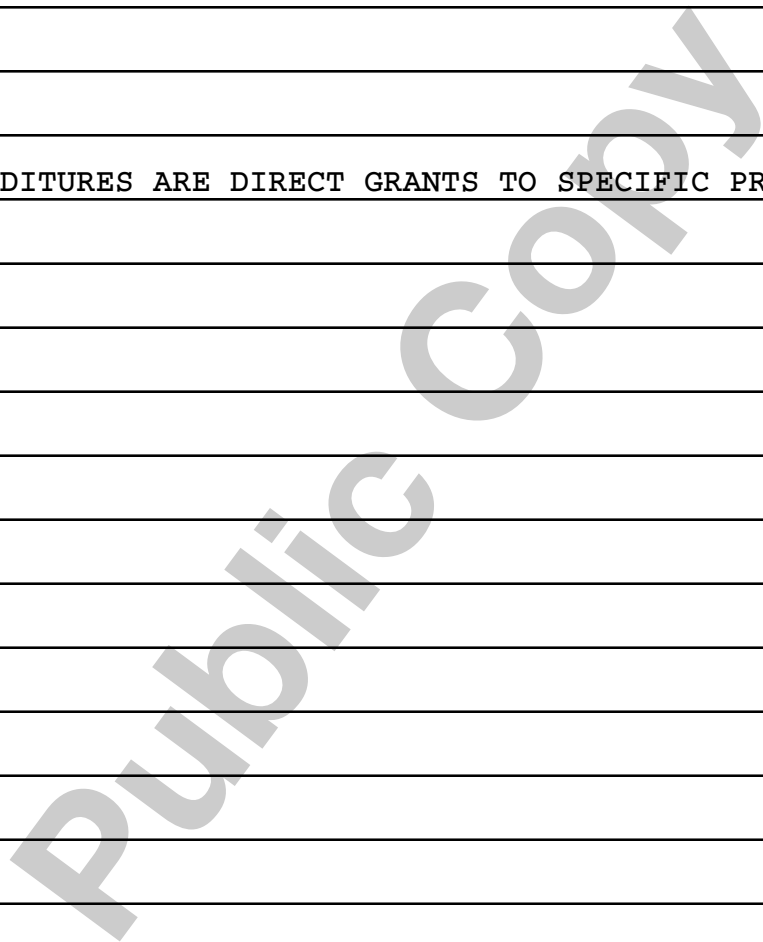
Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

PART I, LINE 2:

EXPLANATION: AS PART OF THEIR GRANTING PROCESS, IF AZS IS NOT DIRECTLY INVOLVED IN THE PROJECT, AZS REQUIRES THE GRANTEE TO PROVIDE ANNUAL REPORTING PACKAGES THAT INCLUDE DESCRIPTIONS OF OUTCOMES AS SPECIFIED IN THE GRANT AGREEMENT.

PART I, LINE 3:

EXPLANATION: EXPENDITURES ARE DIRECT GRANTS TO SPECIFIC PROJECTS.



Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		RENDEZ ZOO (event type)	PARTY SAFARI (event type)	NONE (total number)	
Revenue	1 Gross receipts	516,472.	57,473.		573,945.
	2 Less: Contributions	124,794.	41,500.		166,294.
	3 Gross income (line 1 minus line 2)	391,678.	15,973.		407,651.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	78,426.	15,773.		94,199.
	7 Food and beverages	54,243.	1,932.		56,175.
	8 Entertainment	6,138.	5,620.		11,758.
	9 Other direct expenses	22,724.	1,309.		24,033.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				186,165.
	11 Net income summary. Subtract line 10 from line 3, column (d)				221,486.

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))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					
8 Net gaming income summary. Subtract line 7 from line 1, 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: _____

**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

2013

**Open to Public
Inspection**

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

Name of the organization **ARIZONA CENTER FOR NATURE CONSERVATION** Employer identification number **86-0174843**

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. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PAPAGO SALADO PO BOX 60874 PHOENIX, AZ 85082	86-0727305	501(C)(6)	10,000.	0.			PROGRAM SUPPORT

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

3 Enter total number of other organizations listed in the line 1 table **0.**

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.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
PROJECT SCHOLARSHIPS	4	9,500.	0.	N/A	N/A

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

EXPLANATION: AS PART OF THE RECIPIENTS' ACCEPTANCE OF THE FUNDING FROM AZS
THEY AGREE TO PROVIDE DETAILED REPORTS AT SET POINTS THROUGHOUT THE PROJECT
BEING FUNDED AS DEEMED NECESSARY, AND AT A MINIMUM AT THE CONCLUSION OF THE
PROJECT.

**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" on Form 990, Part IV, line 23.
- ▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

ARIZONA CENTER FOR NATURE CONSERVATION

Employer identification number

86-0174843

Part I Questions Regarding Compensation

		Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)			
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use										
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence										
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees										
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)										
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b										
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2										
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee					
<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract										
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study										
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee										
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:											
a Receive a severance payment or change-of-control payment?	4a		X								
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X									
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X								
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.											
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.											
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:											
a The organization?	5a		X								
b Any related organization?	5b		X								
If "Yes" to line 5a or 5b, describe in Part III.											
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:											
a The organization?	6a		X								
b Any related organization?	6b		X								
If "Yes" to line 6a or 6b, describe in Part III.											
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X								
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X								
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9										

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

Schedule J (Form 990) 2013

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) NORBERTO CASTRO PRESIDENT/CEO	(i)	290,525.	65,000.	0.	17,900.	12,901.	386,326.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) BONNIE MENDOZA CFO	(i)	152,294.	31,200.	0.	12,485.	13,964.	209,943.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) GARY WEST EVP ANIMAL HEALTH & COLLEC	(i)	137,858.	28,080.	0.	3,410.	15,015.	184,363.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) RUTH ALLARD EVP CONSERVATION & EDUCATI	(i)	119,552.	24,960.	0.	3,031.	12,509.	160,052.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) WILLIAM COOPER VP FACILITIES OP & CONSTRU	(i)	111,398.	22,880.	0.	883.	15,253.	150,414.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 3:

EXPLANATION: EACH YEAR THE BOARD CHAIR RECEIVES THE AZA SURVEY ALONG WITH INFO FROM HUMAN RESOURCES ABOUT WHAT THE ANTICIPATED RATE INCREASE FOR NON-CONTRACT EMPLOYEES WILL BE (IF ANY). WHEN THE CEO WAS INITIALLY HIRED IN 2008, THE BOARD HIRED A PROFESSIONAL RECRUITER WHO ASSISTED IN THE NEGOTIATIONS. HE WAS ON A STANDING ANNUAL PAY RATE FOR THE FIRST THREE YEARS UNTIL AN AMENDMENT TO HIS AGREEMENT WAS INITIATED BY THE BOARD. AT THAT POINT, HIS PAY INCREASED AND IT WAS WRITTEN IN THE AMENDMENT THAT THE BASE SALARY WOULD BE SUBJECT TO ANNUAL REVIEW BY THE BOARD TO MAINTAIN MARKET COMPETITIVENESS AND TO RECOGNIZE GOOD PERFORMANCE. SUCH ADJUSTMENTS, IF APPLICABLE, ARE TO OCCUR IN CONJUNCTION WITH THE ANNUAL OPERATING BUDGET OF AZS.

PART I, LINE 4B:

EXPLANATION: THE CEO OF AZS PARTICIPATES IN A 457(B) SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN (\$13,000).

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization
ARIZONA CENTER FOR NATURE CONSERVATION

Employer identification number
86-0174843

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
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 ▶ (<u>ADVERTISING</u>)	X	18	792,145.	FMV
26 Other ▶ (<u>GIFT CARDS</u>)	X	2	90,000.	FMV
27 Other ▶ (<u>FOOD AND BEVE</u>)	X	7	35,000.	FMV
28 Other ▶ (<u>MISCELLANEOUS</u>)	X	15	16,299.	FMV

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

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

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

Schedule M (Form 990) (2013)

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

PART I, OTHER TYPES OF PROPERTY:

CELINE RING

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTIONS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 3000.

(D) METHOD OF DETERMINING REVENUE: FMV

BEE SCULPTURE

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTIONS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 2321.

(D) METHOD OF DETERMINING REVENUE: FMV

SCHEDULE M, PART I, COLUMN (B):

EXPLANATION: THE NUMBER OF CONTRIBUTIONS REPRESENTS THE NUMBER OF CONTRIBUTORS. THOSE WHO GAVE MULTIPLE ITEMS, OR ON MULTIPLE DATES WERE ONLY COUNTED ONCE PER TYPE OF IN-KIND CONTRIBUTION.

SCHEDULE M, LINE 32B:

EXPLANATION: THE ZOO HAS HIRED A BROKER TO MARKET LAND THAT WAS DONATED.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

ARIZONA CENTER FOR NATURE CONSERVATION

Employer identification number

86-0174843

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

EXHIBITION AND RECREATION.

FORM 990, PART VI, SECTION A, LINE 4:

EXPLANATION: SUBSEQUENT TO YEAR-END, THE ORGANIZATION CHANGED ITS NAME TO
ARIZONA CENTER FOR NATURE CONSERVATION; THE GOVERNING DOCUMENTS WERE
UPDATED ACCORDINGLY AND ARE ATTACHED TO THIS FILING.

FORM 990, PART VI, SECTION A, LINE 6:

EXPLANATION: THE ORGANIZATION SHALL HAVE VARIOUS CLASSES OF MEMBERSHIP
COMPRISED OF INDIVIDUALS AND ORGANIZATIONS ("MEMBERS") WHO SUBSCRIBE TO THE
PURPOSES AND BASIC POLICIES OF AZS AND WHOSE ADMISSION WILL CONTRIBUTE TO
THE CORPORATION'S ABILITY TO CARRY OUT ITS CHARITABLE AND EDUCATIONAL
PURPOSES. PERSONS SHOULD BE ELIGIBLE FOR MEMBERSHIP UPON APPROVAL OF THEIR
MEMBERSHIP APPLICATION AND UPON TIMELY PAYMENT OF SUCH DUES AND FEES AS THE
BOARD OF TRUSTEES MAY FIX FROM TIME TO TIME.

FORM 990, PART VI, SECTION A, LINE 7A:

EXPLANATION: MEMBERS AT THE KEEPER LEVEL AND ABOVE, AS DEFINED BY THE
BOARD, SHALL HAVE THE RIGHT TO VOTE ON THE ELECTION OF TRUSTEES.

FORM 990, PART VI, SECTION A, LINE 7B:

EXPLANATION: MEMBERS AT THE KEEPER LEVEL AND ABOVE, AS DEFINED BY THE
BOARD, SHALL HAVE THE RIGHT TO VOTE ON THE DISPOSITION OF ALL OR
SUBSTANTIALLY ALL OF THE ASSETS OF AZS, ANY MERGER WITH ANOTHER

ORGANIZATION AND THE PRINCIPAL TERMS OF SUCH, DISSOLVING THE CORPORATION,

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

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

Name of the organization

ARIZONA CENTER FOR NATURE CONSERVATION

Employer identification number

86-0174843

AMENDING OF THE AZS ARTICLES OF INCORPORATION OR BYLAWS, AND SUCH OTHER MATTERS AS ARE SET FORTH IN THE BYLAWS.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE FORM 990 WILL BE REVIEWED BY THE FINANCE COMMITTEE AT A SPECIAL MEETING, PRIOR TO FILING. ALSO, THE FORM 990 WILL BE PROVIDED TO THE BOARD OF DIRECTORS PRIOR TO FILING.

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

EXPLANATION: THE ORGANIZATION HAS A WRITTEN CONFLICT OF INTEREST POLICY WHICH REQUIRES BOARD MEMBERS AND EMPLOYEES TO INFORM THE BOARD OF TRUSTEES OF ANY POTENTIAL CONFLICT OF INTEREST BEFORE TRANSACTIONS ARE PERFORMED. BOARD TRUSTEES ARE ALSO REQUIRED TO SIGN A CONFLICT OF INTEREST FORM ANNUALLY TO DISCLOSE ANY POTENTIAL CONFLICTS OF INTEREST.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THE HUMAN RESOURCE DEPARTMENT PERFORMS A THOROUGH MARKET COMPARISON OF ALL POSITIONS AT LEAST EVERY TWO YEARS, COMPARING A MINIMUM OF THREE COMPARABLE WAGES, CONSIDERING JOB RESPONSIBILITIES, AS WELL AS REGIONAL COST OF LIVING ANALYSIS.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE ZOO'S ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE VIA THE ZOO'S WEBSITE. THE ZOO'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE GENERALLY MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

332212
09-04-13

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization
ARIZONA CENTER FOR NATURE CONSERVATION

Employer identification number
86-0174843

CHANGE IN FAIR VALUE OF SPLIT INTEREST AGREEMENT

452,212.

Public Copy

COMMISSIONERS
BOB STUMP - Chairman
GARY PIERCE
BRENDA BURNS
BOB BURNS
SUSAN BITTER SMITH



JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

ARIZONA CORPORATION COMMISSION

October 30, 2014

MARGARET ELDRIDGE
‡ RYLEY CARLOCK & APPLEWHITE
1 N CENTRAL AVE #1200
PHOENIX, AZ 85004

RE: ARIZONA CENTER FOR NATURE CONSERVATION
File Number: 00578791

We are pleased to notify you that your Amendment to Articles of Incorporation for the above-referenced corporation HAS BEEN APPROVED.

You must publish a copy of the Amendment. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of newspapers is available on the Commission website, www.azcc.gov/Divisions/Corporations.

Publication must be completed WITHIN 60 DAYS after October 30, 2014, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. You will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

TO SUBSCRIBE TO THE ANNUAL REPORT EMAIL REMINDER SERVICE, GO ONLINE TO WWW.AZCC.GOV/DIVISIONS/CORPORATIONS, THEN CLICK ON THE LINK TO SEARCH FOR YOUR ENTITY. ON YOUR ENTITY'S PAGE, CLICK ON THE BUTTON FOR "SUBSCRIBE TO ANNUAL REPORT EMAIL REMINDER." IF YOU CHOOSE NOT TO SUBSCRIBE, YOU WILL NOT RECEIVE ANY REMINDER AT ALL FROM THE COMMISSION.

We strongly recommend that you periodically monitor your corporation's record with the Commission, which can be viewed at www.azcc.gov/divisions/corporations. If you have questions or need further information, please contact us at (602) 542-3026 in Phoenix, or Toll Free (Arizona residents only) at 1-800-345-5819.

Take our online customer service survey at www.azcc.gov/divisions/Corporations.

CF:11
REV. 01/2009

OCT 29 2014

FILE NO. 0057879-1

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION
Read the Instructions C0151

1. **ENTITY NAME** - give the exact name of the corporation as currently shown in A.C.C. records:
Arizona Zoological Society

2. **A.C.C. FILE NUMBER:** 0057879-1
And A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Date the attached amendment was adopted: June 17, 2014

4. Check 4.1 or 4.2, or both - also check 4.3 if applicable:

4.1 The Amendment was duly adopted by act of the Board of Directors.

4.2 The Amendment was duly adopted by act of the Members.

AND, if applicable:

4.3 The Amendment was approved by the person or persons required by the Articles of Incorporation.

5. A copy of the corporation's amendment must be attached to these Articles.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Bonnie Mendoza
Signature

Bonnie Mendoza
Printed Name

10/27/2014
Date (mm/dd/yyyy)

REQUIRED - check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$25.00 (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
ARIZONA ZOOLOGICAL SOCIETY**

This Amendment to Articles of Incorporation ("Amendment") is filed with the Arizona Corporation Commission by ARIZONA ZOOLOGICAL SOCIETY, an Arizona non-profit corporation (the "Corporation"), pursuant to A.R.S. § 10-11006.

1. The name of the Corporation is ARIZONA ZOOLOGICAL SOCIETY.
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

The name of this corporation is ARIZONA CENTER FOR NATURE CONSERVATION.

3. Except as provided above, all other articles shall remain unchanged.
4. The foregoing Amendment was duly adopted on the 17th day of June, 2014, by an act of the Board of Directors.

IN WITNESS WHEREOF, the foregoing Amendment to the Articles of Incorporation of ARIZONA ZOOLOGICAL SOCIETY is hereby executed and effective October 27, 2014.

ARIZONA ZOOLOGICAL SOCIETY, an
Arizona non-profit corporation

By: Bonnie Mendoza
Bonnie Mendoza, Chief Financial
Officer

STATE OF ARIZONA

Department of State



TRADE NAME CERTIFICATION

ARIZONA CENTER FOR NATURE CONSERVATION

I, Ken Bennett, Secretary of State, do hereby certify that in accordance with the Trade Name Application filed in this Office, the Trade Name herein certified has been duly registered pursuant to Section 44-1460, Arizona Revised Statutes, in behalf of:

ARIZONA ZOOLOGICAL SOCIETY
455 N. GALVIN PARKWAY
PHOENIX AZ 85008-

6/4/2014 Application



Registration Date: 06/04/2014

Expiration Date: 6/4/2019

Date First Used: 6/2/2014

Trade Name No.: 599528

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Arizona. Done at Phoenix, the capitol, this 18 day of June, 2014.


KEN BENNETT



**ARIZONA CENTER *for*
NATURE CONSERVATION**

phoenixzoo

AMENDED AND RESTATED BYLAWS

OF

ARIZONA CENTER FOR NATURE CONSERVATION

(Approved by ACNC Board on February 15, 2011)

Revised and approved on September 18, 2012: Article 7, Section 5 and Article 11, Section 1

Revised and approved on June 17, 2014: Article 1

ARTICLE 1: NAME

The name of this corporation was changed by Board approval at the June 17, 2014 Board meeting from Arizona Zoological Society (“AZS”) to Arizona Center for Nature Conservation (“ACNC”) to better represent the conservation work of the corporation. It may be termed as “Corporation” in this document.

nature and improving the quality of life throughout the region. The work of ACNC is managed by its President/CEO who reports to its Board of Trustees. As an important and visible part of its work, the ACNC operates the Phoenix Zoo (the “Zoo”) as a nature-centered recreational, educational and conservation-focused destination engaged in hosting experiences designed to engender affection for and appreciation of nature.

ARTICLE 2: PURPOSES

This Corporation was formed for charitable purposes, to carry on charitable, scientific, and educational work with special emphasis on activating, establishing and maintaining a zoological park in central Arizona, as stated in Article IV of the Corporation’s Articles of Incorporation. In addition, ACNC acts to convene the community to promote public policy and individual action resulting in the conservation of

ACNC also shall perform all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes, including fundraising programs in support of its mission and building and sustaining its property and physical facilities. However, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable and educational purposes.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

ARIZONA CENTER FOR NATURE CONSERVATION

Employer identification number

86-0174843

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
PHOENIX ZOO HOLDINGS, LLC 455 N. GALVIN PKWY. PHOENIX, AZ 85008	TO FACILITATE THE ACCEPTANCE AND EVENTUAL SALE OF DONATED REAL	ARIZONA	0.	555,000.	ARIZONA ZOOLOGICAL SOCIETY

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
THE PHOENIX ZOO AUXILIARY - 20-1917394 455 N. GALVIN PKWY PHOENIX, AZ 85008	SUPPORT AZS	ARIZONA	501(C)(3)	LINE 11C, III-FI	N/A		X

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

Schedule R (Form 990) 2013

SEE PART VII FOR CONTINUATIONS

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

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

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

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

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

PART I, IDENTIFICATION OF DISREGARDED ENTITIES:

NAME OF DISREGARDED ENTITY:

PHOENIX ZOO HOLDINGS, LLC

PRIMARY ACTIVITY: TO FACILITATE THE ACCEPTANCE AND EVENTUAL SALE OF
DONATED REAL ESTATE.

