

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 03/01, 2011, and ending 02/29, 2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ZOOLOGICAL SOCIETY OF PHILADELPHIA			D Employer identification number 23-1352298	
	Doing Business As			E Telephone number (215) 243-1100	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 3400 WEST GIRARD AVENUE				
	City or town, state or country, and ZIP + 4 PHILADELPHIA, PA 19104-1196			G Gross receipts \$ 54,968,709.	
F Name and address of principal officer: VIKRAM H. DEWAN 3400 WEST GIRARD AVENUE PHILADELPHIA, PA 19104-1196			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527					
J Website: ▶ WWW.PHILADELPHIAZOO.ORG			H(c) Group exemption number ▶		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1859 M State of legal domicile: PA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: BY CONNECTING PEOPLE WITH WILDLIFE, THE PHILADELPHIA ZOO CREATES JOYFUL DISCOVERY AND INSPIRES ACTION FOR ANIMALS AND HABITATS.			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	32.	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	30.	
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	474.	
	6	Total number of volunteers (estimate if necessary)	670.	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	0	
7b	Net unrelated business taxable income from Form 990-T, line 34	0		
Revenue	8	Contributions and grants (Part VIII, line 1h)	22,373,050.	31,404,385.
	9	Program service revenue (Part VIII, line 2g)	11,195,929.	8,968,248.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	495,260.	1,440,801.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,051,493.	5,485,634.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	39,115,732.	47,299,068.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	169,000.
14		Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	16,146,944.	16,245,059.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	36,161.	48,520.
b		Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,069,312.		
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	18,329,939.	17,435,938.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	34,682,044.	33,885,294.	
19	Revenue less expenses. Subtract line 18 from line 12	4,433,688.	13,413,774.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	101,348,340.	114,876,298.
	21	Total liabilities (Part X, line 26)	18,986,640.	20,005,828.
	22	Net assets or fund balances. Subtract line 21 from line 20	82,361,700.	94,870,470.

Part II Signature Block

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

Sign Here	Signature of officer			Date	
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date
	Firm's name ▶ GRANT THORNTON LLP		Check if self-employed <input type="checkbox"/>		PTIN P00504182
	Firm's address ▶ 2001 MARKET STREET, SUITE 3100 PHILADELPHIA, PA 19103		EIN ▶ 36-6055558		Phone no. ▶ 215-561-4200
May the IRS discuss this return with the preparer shown above? (see instructions)					<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE PHILADELPHIA ZOO, AMERICA'S FIRST ZOO, OFFERS A WIDE VARIETY OF PROGRAMS THAT ARE DESIGNED TO ACHIEVE ITS MISSION OF CONNECTING PEOPLE WITH WILDLIFE, WHILE CREATING JOYFUL DISCOVERY AND INSPIRING ACTION FOR ANIMALS AND HABITATS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 18,825,143. including grants of \$) (Revenue \$ 8,018,970.)

ATTACHMENT 1

4b (Code:) (Expenses \$ 7,424,000. including grants of \$) (Revenue \$)

ATTACHMENT 2

4c (Code:) (Expenses \$ 2,266,000. including grants of \$ 155,777.) (Revenue \$ 949,278.)

ATTACHMENT 3

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

4e Total program service expenses 28,515,143.

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> (see instructions)?	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; 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	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</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, XII, and XIII 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
14 a 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 assistance to any organization or entity located outside the United States? <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 assistance to individuals located outside the United States? <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 (see instructions)</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
20 a 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 and other assistance to any government or organization in the United States 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 and 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	
24 a	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 25.</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?		
25 a	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	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		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, Parts II, III, IV, and V, line 1.</i>		X
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		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 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, annual gross receipts, deductible contributions, and charitable trusts.

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 to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (32), 1b (30), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NJ, PA,
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.
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: JOSEPH STEUER 3400 WEST GIRARD AVENUE PHILADELPHIA, PA 19104-1196 215-243-5277

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. 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 (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ROBERT L. BROWN III VICE CHAIR	4.00	X					0	0	0	
(2) GRETCHEN BURKE DIRECTOR	2.00	X					0	0	0	
(3) MICHAEL RASHID DIRECTOR	2.00	X					0	0	0	
(4) JAY H. CALVERT JR., ESQ CHAIR	10.00	X					0	0	0	
(5) H. AUGUSTUS CAREY DIRECTOR	2.00	X					0	0	0	
(6) MARC M. RAYFIELD DIRECTOR	2.00	X					0	0	0	
(7) THOMAS A. DECKER DIRECTOR	2.00	X					0	0	0	
(8) HARVEY KIMMEL DIRECTOR	2.00	X					0	0	0	
(9) RICHARD K. FARIS DIRECTOR	2.00	X					0	0	0	
(10) PATRICK M. OATES, PH.D. DIRECTOR	2.00	X					0	0	0	
(11) STEVEN C. GENYK DIRECTOR	2.00	X					0	0	0	
(12) ELLEN WOLF DIRECTOR	2.00	X					0	0	0	
(13) S. MATTHEWS V. HAMILTON JR. DIRECTOR	2.00	X					0	0	0	
(14) JOANNE HARMELIN DIRECTOR	2.00	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 (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) JOANNA MCNEIL LEWIS VICE CHAIR	4.00	X						0	0	0
(16) DR. MICHAEL J. LEWIS DIRECTOR	2.00	X						0	0	0
(17) MARY LUDFORD DIRECTOR (END DECEMBER 2011)	2.00	X						0	0	0
(18) B. A. MACLEAN JR. DIRECTOR (END JUNE 2011)	2.00	X						0	0	0
(19) ROBERT S. MCMENAMIN DIRECTOR	2.00	X						0	0	0
(20) F. WILLIAM MCNABB III DIRECTOR	2.00	X						0	0	0
(21) DREW A. MOYER DIRECTOR	2.00	X						0	0	0
(22) ELIANA PAPADAKIS DIRECTOR	2.00	X						0	0	0
(23) RICHARD E. WOOSNAM DIRECTOR	2.00	X						0	0	0
(24) ROBERT W. BOGLE VICE CHAIR	4.00	X						0	0	0
(25) J. CHRISTOPHER CASHMAN DIRECTOR	2.00	X						0	0	0
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								1,633,293.	0	177,964.
d Total (add lines 1b and 1c)								1,633,293.	0	177,964.

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 ▶ **9**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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
ATTACHMENT 4		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ **29**

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) JOHN A. GINTER DIRECTOR	2.00	X					0	0	0	
(27) PETER G. GOULD DIRECTOR	2.00	X					0	0	0	
(28) JOAN HENDRICKS DIRECTOR	2.00	X					0	0	0	
(29) AHSAN NASRATULLAH DIRECTOR (END DECEMBER 2011)	2.00	X					0	0	0	
(30) SUSAN L. ANDERSON DIRECTOR	2.00	X					0	0	0	
(31) PEDRO A. RAMOS DIRECTOR	2.00	X					0	0	0	
(32) BERNARD W. SMALLEY DIRECTOR	2.00	X					0	0	0	
(33) MANUEL N. STAMATAKIS DIRECTOR	2.00	X					0	0	0	
(34) FIONA DIAS DIRECTOR	2.00	X					0	0	0	
(35) H. CRAIG LEWIS DIRECTOR	2.00	X					0	0	0	
(36) VIKRAM DEWAN CHIEF EXECUTIVE OFFICER	40.00			X			312,184.	0	30,576.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **▶ 9**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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

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

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(37) ANDREW BAKER CHIEF OPERATING OFFICER	40.00			X			196,223.	0	21,974.	
(38) JOSEPH STEUER CHIEF FINANCIAL OFFICER	40.00			X			214,499.	0	22,006.	
(39) RITA BURKE CORPORATE SECRETARY	40.00			X			60,668.	0	8,410.	
(40) AMY SHEARER CHIEF MARKETING OFFICER	40.00				X		197,858.	0	23,818.	
(41) KENNETH WOODSON VP GOVERNMENT & COMM AFFAIRS	40.00					X	132,487.	0	12,238.	
(42) NINA BISBEE VP OF FACILITIES	40.00					X	136,675.	0	7,725.	
(43) JOSEPH DETWEILER VP OF GUEST RELATIONS	40.00					X	134,315.	0	20,324.	
(44) MICHAEL VANIC CONTROLLER	40.00					X	138,695.	0	10,689.	
(45) PORTER GOULD DIRECTOR-CAPITAL PROJECTS	40.00					X	109,689.	0	20,204.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **▶ 9**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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

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

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b	5,803,520.				
	c	Fundraising events	1c	234,580.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	8,489,480.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	16,876,805.				
	g	Noncash contributions included in lines 1a-1f: \$		3,013,182.				
	h	Total. Add lines 1a-1f		31,404,385.				
	Program Service Revenue				Business Code			
2a		ADMISSION FEES	713110	6,802,189.	6,802,189.			
b		EDUCATION PROGRAMS	611710	949,278.	949,278.			
c		MEMBERSHIPS	900099	1,216,781.	1,216,781.			
d								
e								
f		All other program service revenue						
g	Total. Add lines 2a-2f		8,968,248.					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		907,996.			907,996.	
	4	Income from investment of tax-exempt bond proceeds		0				
	5	Royalties		0				
	6a	Gross rents	(i) Real					
			(ii) Personal					
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)		0				
	7a	Gross amount from sales of assets other than inventory	(i) Securities					
			(ii) Other					
				8,052,000.				
	b	Less: cost or other basis and sales expenses		7,519,195.				
c	Gain or (loss)		532,805.					
d	Net gain or (loss)		532,805.			532,805.		
8a	Gross income from fundraising events (not including \$ 234,580. of contributions reported on line 1c). See Part IV, line 18	a	70,700.					
b	Less: direct expenses	b	150,446.					
c	Net income or (loss) from fundraising events		-79,746.			-79,746.		
9a	Gross income from gaming activities. See Part IV, line 19	a						
b	Less: direct expenses	b						
c	Net income or (loss) from gaming activities		0					
10a	Gross sales of inventory, less returns and allowances	a						
		b						
		c						
b	Less: cost of goods sold	b						
c	Net income or (loss) from sales of inventory		0					
Miscellaneous Revenue			Business Code					
11a	CONCESSIONS	713110	3,811,115.			3,811,115.		
b	SPONSORSHIPS	900099	930,824.			930,824.		
c	COMMUNITY EVENTS/OTHER MISCELLANEOUS	900099	526,191.			526,191.		
d	All other revenue	900099	297,250.			297,250.		
e	Total. Add lines 11a-11d		5,565,380.					
12	Total revenue. See instructions		47,299,068.	8,968,248.		6,926,435.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	13,000.	13,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	142,777.	142,777.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	790,873.	464,152.	287,613.	39,108.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	11,276,063.	9,902,675.	961,776.	411,612.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	927,786.	797,071.	96,061.	34,654.
9 Other employee benefits	2,158,124.	1,854,067.	223,448.	80,609.
10 Payroll taxes	1,092,213.	938,331.	113,086.	40,796.
11 Fees for services (non-employees):	0			
a Management				
b Legal	176,977.	98,273.	61,909.	16,795.
c Accounting	88,446.		88,446.	
d Lobbying	111,530.			111,530.
e Professional fundraising services. See Part IV, line 17	48,520.			48,520.
f Investment management fees	188,597.		188,597.	
g Other	1,537,074.	1,329,021.	133,202.	74,851.
12 Advertising and promotion	956,372.	6,419.	949,953.	
13 Office expenses	2,328,256.	2,153,556.	155,913.	18,787.
14 Information technology	43,238.		43,238.	
15 Royalties	0			
16 Occupancy	3,309,924.	3,259,560.	37,773.	12,591.
17 Travel	61,365.	23,032.	36,362.	1,971.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	681,331.	35,157.	646,174.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	5,634,473.	5,397,856.	180,389.	56,228.
23 Insurance	575,519.	554,183.	15,740.	5,596.
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 NUTRITION -----	551,607.	551,607.		
b MEMBER ACTIVITIES -----	224,808.	224,808.		
c PROGRAM EXPENSE/EVENTS -----	302,887.	242,133.	10,038.	50,716.
d WRITE-OFF OF FIXED ASSETS -----	78,403.	78,403.		
e All other expenses -----	585,131.	449,062.	71,121.	64,948.
25 Total functional expenses. Add lines 1 through 24e	33,885,294.	28,515,143.	4,300,839.	1,069,312.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	19,620.	1	20,990.
	2 Savings and temporary cash investments	6,944,188.	2	7,252,693.
	3 Pledges and grants receivable, net	9,450,100.	3	19,129,962.
	4 Accounts receivable, net	1,279,564.	4	1,002,702.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	40,213.	9	234,670.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 119,255,937.		
	b Less: accumulated depreciation	10b 59,795,084.	57,606,085.	10c 59,460,853.
	11 Investments - publicly traded securities	25,962,592.	11	27,715,198.
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	45,978.	15	59,230.
16 Total assets. Add lines 1 through 15 (must equal line 34)	101,348,340.	16	114,876,298.	
Liabilities	17 Accounts payable and accrued expenses	3,613,115.	17	5,010,428.
	18 Grants payable	0	18	0
	19 Deferred revenue	1,471,692.	19	1,026,047.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	11,238,865.	23	10,811,161.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	2,662,968.	25	3,158,192.
	26 Total liabilities. Add lines 17 through 25	18,986,640.	26	20,005,828.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	57,239,700.	27	59,309,470.
	28 Temporarily restricted net assets	11,388,000.	28	20,863,000.
	29 Permanently restricted net assets	13,734,000.	29	14,698,000.
	Organizations that do not follow SFAS 117, 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	82,361,700.	33	94,870,470.
34 Total liabilities and net assets/fund balances	101,348,340.	34	114,876,298.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	47,299,068.
2	Total expenses (must equal Part IX, column (A), line 25)	2	33,885,294.
3	Revenue less expenses. Subtract line 2 from line 1	3	13,413,774.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	82,361,700.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-905,004.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	94,870,470.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <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?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	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	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization ZOOLOGICAL SOCIETY OF PHILADELPHIA	Employer identification number 23-1352298
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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 - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(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 support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2011

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

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 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

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 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.) ATCH. 1; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 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.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 78.39%; 15 Public support percentage from 2010 Schedule A, Part II, line 14 78.86%; 16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization [X]; 16b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

Part III Support Schedule for Organizations Described in 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

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 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.); 13 Total support. (Add lines 9, 10c, 11, and 12.); 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

Table with 3 columns: Description, Line Number, Percentage. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2010 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line Number, Percentage. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
CONCESSIONS	3,994,795.	3,846,684.	4,027,371.	4,018,637.	3,811,115.	19,698,602.
SPONSORSHIPS	653,444.	1,236,929.	535,526.	543,401.	930,824.	3,900,124.
OTHER INCOME	239,635.	338,895.	358,591.	511,511.	823,441.	2,272,073.
SPECIAL EVENT INCOME				15,300.	70,700.	86,000.
TOTALS	<u>4,887,874.</u>	<u>5,422,508.</u>	<u>4,921,488.</u>	<u>5,088,849.</u>	<u>5,636,080.</u>	<u>25,956,799.</u>

Schedule of Contributors

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

2011

Name of the organization ZOOLOGICAL SOCIETY OF PHILADELPHIA	Employer identification number 23-1352298
---	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization **ZOOLOGICAL SOCIETY OF PHILADELPHIA**

Employer identification number
23-1352298

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 3,455,541.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 505,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 1,020,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 8,250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 2,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **ZOOLOGICAL SOCIETY OF PHILADELPHIA**

Employer identification number

23-1352298

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2011

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

Open to Public Inspection

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization ZOOLOGICAL SOCIETY OF PHILADELPHIA	Employer identification number 23-1352298
---	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

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

Schedule C (Form 990 or 990-EZ) 2011

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	111,530.	
c	Total lobbying expenditures (add lines 1a and 1b)	111,530.	
d	Other exempt purpose expenditures	33,793,621.	
e	Total exempt purpose expenditures (add lines 1c and 1d)	33,905,151.	
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.	
If the amount on line 1e, column (a) or (b) is:		The lobbying nontaxable amount is:	
Not over \$500,000		20% of the amount on line 1e.	
Over \$500,000 but not over \$1,000,000		\$100,000 plus 15% of the excess over \$500,000.	
Over \$1,000,000 but not over \$1,500,000		\$175,000 plus 10% of the excess over \$1,000,000.	
Over \$1,500,000 but not over \$17,000,000		\$225,000 plus 5% of the excess over \$1,500,000.	
Over \$17,000,000		\$1,000,000.	
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.	
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2 a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	152,847.	115,738.	119,040.	111,530.	499,155.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 main columns: Description, (a) Yes/No, and (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carry over lobbying and political expenditures from the prior year?

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

Table with 3 columns: Question, Yes/No, Amount. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 2a Current year; 2b Carryover from last year; 2c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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. See separate instructions.

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

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.

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor advisement.

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

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Includes rows for purpose(s) of easements, total number of easements, total acreage, and various monitoring and reporting questions.

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.

Table with 3 columns: Line number, Description, Amount. Includes rows for reporting requirements for art and historical treasures, with specific dollar amounts for revenues and assets.

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

Schedule D (Form 990) 2011

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 XIV.

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

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

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

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	25,954,525.	22,598,525.	16,239,525.	23,892,276.	
b Contributions	1,547,000.	989,000.	1,886,000.		
c Net investment earnings, gains, and losses	1,087,000.	3,227,000.	5,375,000.	-7,092,891.	
d Grants or scholarships					
e Other expenditures for facilities and programs	873,000.	860,000.	902,000.	559,860.	
f Administrative expenses					
g End of year balance	27,715,525.	25,954,525.	22,598,525.	16,239,525.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ 48.2555 %
- b Permanent endowment ▶ 51.7445 %
- c Temporarily restricted endowment ▶ _____ %

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:

- (i) unrelated organizations
- (ii) related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		100,383,783.	51,680,007.	48,703,776.
c Leasehold improvements				
d Equipment		6,497,625.	4,792,927.	1,704,698.
e Other		12,374,529.	3,322,150.	9,052,379.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ▶ 59,460,853.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) CAPITAL LEASE OBLIGATIONS	515,889.	
(3) ACCRUED PENSION LIABILITY	2,642,303.	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	3,158,192.	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

Table with 10 rows and 3 columns: Line number, Description, and Amount. Total revenue is 47,299,068 and total expenses are 33,885,294, resulting in an excess of 13,413,774.

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

Table with 5 main rows and sub-rows (a-e) and 3 columns: Line number, Description, and Amount. Total revenue per audited statements is 46,297,000, which is reconciled to 47,299,068.

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

Table with 5 main rows and sub-rows (a-e) and 3 columns: Line number, Description, and Amount. Total expenses per audited statements is 33,789,000, which is reconciled to 33,885,294.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

COLLECTIONS OF ART, HISTORICAL TREASURES OR OTHER SIMILAR ASSETS
FORM 990, SCHEDULE D, PART III

LINE 1B(II) - EXHIBITS ARE CAPITALIZED AS UNRESTRICTED NET ASSETS, WHICH
ARE RECORDED AT COST AND DEPRECIATED OVER THEIR ESTIMATED USEFUL LIVES.
PURCHASED ADDITIONS TO THE ANIMAL AND HORTICULTURAL COLLECTIONS ARE
EXPENSED, AS ACQUIRED. ADDITIONS TO THESE COLLECTIONS ACQUIRED OTHER
THAN BY PURCHASE ARE NOT ASSIGNED A VALUE AND ARE NOT ACCOUNTED FOR IN
THE ACCOUNTS OF THE ZOO. THE AMOUNT REPORTED ON LINE 1B(II) REFLECTS THE
VALUE OF THE EXHIBITS, NET OF ACCUMULATED DEPRECIATION, AT FISCAL
YEAR-END.

LINE 4 - THE ZOOLOGICAL SOCIETY OF PHILADELPHIA (THE "ZOO") IS A PRIVATE
NOT-FOR-PROFIT CORPORATION ESTABLISHED IN 1859 AND OPENED IN 1874. THE
ZOO, WHICH IS AN ACCREDITED MEMBER OF THE ASSOCIATION OF ZOOS AND
AQUARIUMS (AZA), ACQUIRES, MAINTAINS AND DISPOSES OF ITS COLLECTION IN
ACCORDANCE WITH THE AZA AND THE UNITED STATES DEPARTMENT OF AGRICULTURE
REGULATIONS. THE ANIMAL COLLECTION OF THE ZOO IS COMPRISED OF
APPROXIMATELY 2,615 SPECIMENS AND 336 SPECIES. THE ZOO ALSO MAINTAINS AN
EXTENSIVE HORTICULTURAL COLLECTION.

IN RECENT YEARS, THE PHILADELPHIA ZOO HAS MADE SIGNIFICANT INVESTMENTS IN
ANIMAL EXHIBITS, INCLUDING THE MCNEIL AVIAN CENTER, TREETOP TRAIL AND THE
GREAT APE TRAIL. THESE CAPITAL PROJECTS, IN CONJUNCTION WITH THE CURRENT
CONSTRUCTION OF KIDZOO: HAMILTON FAMILY CHILDREN'S ZOO AND FARIS FAMILY
EDUCATION CENTER AND THE CENTENNIAL INTERMODAL TRANSPORTATION CENTER,
WILL HAVE SUCCESSFULLY ADDRESSED THE ZOO'S NEED TO RENOVATE ALL OF ITS

Part XIV Supplemental Information (continued)

MAJOR ANIMAL BUILDINGS AND FACILITIES. THE BOARD OF DIRECTORS RECOGNIZED THAT THIS ACHIEVEMENT PRESENTED AN OPPORTUNITY TO CREATE A NEW VISION FOR THE PHILADELPHIA ZOO'S FUTURE PHYSICAL DEVELOPMENT.

IN RESPONSE, THE PHILADELPHIA ZOO HAS DEVELOPED AN INNOVATIVE PLAN THAT WILL NOT ONLY TRANSFORM THE ZOO, USING ITS 42-ACRE FOOTPRINT AS AN ADVANTAGE, BUT ALSO HAS THE POTENTIAL TO SERVE AS A MODEL FOR ZOOS INTO THE FUTURE. THIS PLAN, TERMED THE TRANSFORMATION PLAN, IS CHARACTERIZED BY SEVERAL KEY CONCEPTS, INCLUDING ZOO-WIDE ANIMAL ROTATIONS, FLEXIBLE OPERATIONS AND INTEGRATED SUSTAINABILITY PLANNING. WITH THE ZOO'S MAJOR IN-NEED FACILITIES ADDRESSED, THIS PLAN WILL ALLOW FOR MORE SUSTAINABLE APPROACHES TO FUTURE DEVELOPMENT THROUGH A SERIES OF SMALL PROJECTS TO BE ACHIEVED ANNUALLY OVER A MULTI-YEAR TIMELINE. THIS APPROACH WILL RESULT IN MORE FREQUENT NEW EXHIBITS AND VISITOR DRIVING NEWS, THEREBY PROVIDING A STEADIER PLATFORM FOR ONGOING MARKETING AND OTHER REVENUE INITIATIVES. THE SUPPORTING DETAILS FOR THE TRANSFORMATION PLAN, INCLUDING SPECIFIC PROJECTS, TIMELINE AND COSTS, ARE CURRENTLY BEING FINALIZED. IT IS EXPECTED THAT THE PLAN WILL SPAN TEN YEARS. A PILOT WAS INTRODUCED IN 2011 AND ANOTHER IS PLANNED FOR 2012 WITH FULL PLAN IMPLEMENTATION EXPECTED TO COMMENCE IN 2013.

Part XIV Supplemental Information (continued)

ENDOWMENT FUNDS

FORM 990, SCHEDULE D, PART V, LINE 4

THE PHILADELPHIA ZOO USES ENDOWMENT FUNDS TO FUND OPERATING PROGRAMS AND RELEVANT MISSION BASED INITIATIVES.

INCOME TAXES

FORM 990, SCHEDULE D, PART X

THE ZOO IS A PRIVATE NOT-FOR-PROFIT CORPORATION AND, ACCORDINGLY, IS EXEMPT FROM FEDERAL TAXES UNDER THE INTERNAL REVENUE CODE SECTION 501(C)(3). THE ZOO IS ALSO EXEMPT FROM STATE AND LOCAL TAXES UNDER APPLICABLE STATUTES. THE ZOO RECOGNIZES OR DERECOGNIZES A TAX POSITION BASED UPON A "MORE LIKELY THAN NOT THRESHOLD". THIS APPLIES TO POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE ZOO DOES NOT BELIEVE ITS FINANCIAL STATEMENTS INCLUDE ANY MATERIAL UNCERTAIN TAX POSITIONS.

SCHEDULE D, PART XI, LINE 8

RECONCILIATION OF CHANGE IN NET ASSETS FROM FORM 990 TO AFS

CHANGES IN BENEFIT OBLIGATIONS	\$ (734,273)
--------------------------------	--------------

ROUNDING	1,010
----------	-------

TOTAL	(733,263)
-------	-----------

Part XIV Supplemental Information (continued)

SCHEDULE D, PART XII

RECONCILIATION OF REVENUE

LINE 2D:

CHANGES IN BENEFIT OBLIGATIONS	\$ (734,273)
RECLASS - WRITE-OFF OF FIXED ASSETS	(78,403)
RECLASS - INVESTMENT MANAGEMENT FEES	(168,097)

TOTAL	\$ (980,773)

LINE 4B:

RECLASS - SPECIAL EVENT EXPENSES	\$ (150,446)
----------------------------------	--------------

SCHEDULE D, PART XIII

RECONCILIATION OF EXPENSES

LINE 2D:

RECLASS - SPECIAL EVENT EXPENSES	\$ (150,446)
----------------------------------	--------------

LINE 4B:

RECLASS - WRITE-OFF OF FIXED ASSETS	\$ 78,403
RECLASS - INVESTMENT MANAGEMENT EXPENSES	168,097
ROUNDING	240

TOTAL	\$ 246,740

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

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

1 For grantmakers. Does the organization maintain records to substantiate the amount of 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
(1) SOUTH AMERICA			GRANTMAKING	N/A	84,277.
(2) SUB-SAHARAN AFRICA			GRANTMAKING	N/A	36,000.
(3) SOUTH ASIA			GRANTMAKING	N/A	22,500.
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					142,777.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					142,777.

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

Schedule F (Form 990) 2011

JSA
1E1274 1.000

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH AMERICA	FORESTRY	50,000.				
(2)			SUB-SAHARAN AFRICA	EDUCATION	16,000.				
(3)			SOUTH ASIA	CONSERVATION	22,500.				
(4)			SUB-SAHARAN AFRICA	RESEARCH	20,000.				
(5)			SOUTH AMERICA	CONSERVATION	34,277.				
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 5.

3 Enter total number of other organizations or entities

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

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

Part V Supplemental Information

Complete this part to 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 (see instructions).

GRANTS AND ASSISTANCE

FORM 990, SCHEDULE F, PART I, LINE 2

AS A CONDITION OF THESE GRANTS, THE PHILADELPHIA ZOO REQUIRES REPORTS

FROM THE ORGANIZATIONS THAT RECEIVE ITS FINANCIAL SUPPORT. THESE

MANDATORY PROJECT REPORTS MUST DETAIL COMPLETE ACCOUNTABILITY FOR ALL

FUNDS RECEIVED.

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
		CONSERV GALA (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	305,280.			305,280.
	2 Less: Charitable contributions	234,580.			234,580.
	3 Gross income (line 1 minus line 2).	70,700.			70,700.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	6,162.			6,162.
	7 Food and beverages	58,704.			58,704.
	8 Entertainment	30,499.			30,499.
	9 Other direct expenses	55,081.			55,081.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(150,446.)
11 Net income summary. Combine line 3, column (d), and line 10				-79,746.	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 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. Combine line 1, column d, and line 7				

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: _____

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

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

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

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

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SUPPLEMENTAL INFORMATION REGARDING FUNDRAISING ACTIVITIES

SCHEDULE G, PART I, QUESTION 2

THE PROFESSIONAL EXPENDITURES PAID TO SCHULTZ & WILLIAMS WERE FOR FEES TO CONDUCT THE FUNDRAISING ASSOCIATED WITH KIDZOO: HAMILTON FAMILY CHILDREN'S ZOO AND FARIS FAMILY EDUCATION CENTER CAPITAL CAMPAIGN.

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

- 16 Gaming manager information:
 - Name ▶ _____
 - Gaming manager compensation ▶ \$ _____
 - Description of services provided ▶ _____
 - Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SUPPLEMENTAL INFORMATION REGARDING FUNDRAISING EVENTS

SCHEDULE G, PART II

THE PHILADELPHIA ZOO WAS CHARTERED AS AMERICA'S FIRST ZOO ON MARCH 21, 1859. THE ZOO MARKED ITS SESQUICENTENNIAL ANNIVERSARY ON MARCH 21, 2009 WITH A YEAR OF MISSION RELATED PROGRAMS, CONSERVATION EVENTS AND EDUCATIONAL ACTIVITIES. THE CULMINATION OF THIS ANNIVERSARY YEAR WAS THE ZOO CONSERVATION GALA HELD IN MARCH, 2010. IN CONJUNCTION WITH THIS

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ -----

Address ▶ -----

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ -----

Address ▶ -----

16 Gaming manager information:

Name ▶ -----

Gaming manager compensation ▶ \$ -----

Description of services provided ▶ -----

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

GALA, THE ZOO RAISED \$500,000 AND LAUNCHED A 10-YEAR COMMITMENT TO THE GOLDEN LION TAMARIN ASSOCIATION TO SPEARHEAD CONSERVATION EFFORTS TO STRENGTHEN THE PRECARIOUS RECOVERY FOR THIS SPECIES IN PERIL. AT THE 2011 GLOBAL CONSERVATION GALA, THE ZOO LAUNCHED THE YEAR OF THE ORANGUTAN AND CREATED A MULTI-FACETED CAMPAIGN TO CREATE AWARENESS AROUND THE PLIGHT OF THIS CRITICALLY-ENDANGERED GREAT APE. AT THIS GALA, THE ZOO COMMITTED \$100,000, OVER FIVE YEARS TO SUPPORT THE SUMATRAN ORANGUTAN

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ -----

Address ▶ -----

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ -----

Address ▶ -----

16 Gaming manager information:

Name ▶ -----

Gaming manager compensation ▶ \$ -----

Description of services provided ▶ -----

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

CONSERVATION PROGRAMME TO HELP PROTECT ORANGUTANS AND OTHER WILDLIFE. .

EXPERTS HAVE STATED THAT THESE CONSERVATION EFFORTS AND THE RELATED

FUNDING COMMITMENT BY THE ZOO PROVIDES A BLUEPRINT FOR HOW TO RESCUE AN

ENDANGERED SPECIES.

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. 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
(1)	HUMBOLDT PENGUIN CONSERVATION CENTER ST. LOUIS ZOO, 1 GOV'T DR.	43-1727309	501 (C) (3)	8,000.				CONSERVATION
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 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

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

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
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
1					
2					
3					
4					
5					
6					
7					

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

FORM 990, SCHEDULE I, PART I, LINE 2

GRANTS & ASSISTANCE

AS A CONDITION OF THESE GRANTS, THE PHILADELPHIA ZOO REQUIRES REPORTS FROM THE ORGANIZATIONS THAT RECEIVE ITS FINANCIAL SUPPORT. THESE MANDATORY PROJECT REPORTS MUST DETAIL COMPLETE ACCOUNTABILITY FOR ALL FUNDS RECEIVED.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

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 border="0"> <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)									
<p>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</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	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. Explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input 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 checked="" type="checkbox"/> Compensation committee	<input 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 checked="" type="checkbox"/> Compensation committee	<input 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									
<p>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:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	4b	4c							
			X							
			X							
			X							
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	5b								
			X							
			X							
<p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	6b								
			X							
			X							
<p>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</p>	7		X							
<p>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</p>	8		X							
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

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

Schedule J (Form 990) 2011

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		(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 VIKRAM DEWAN	(i)	312,184.	0	0	12,481.	18,095.	342,760.	
	(ii)	0	0	0	0	0	0	
2 ANDREW BAKER	(i)	196,223.	0	0	10,097.	11,877.	218,197.	
	(ii)	0	0	0	0	0	0	
3 JOSEPH STEUER	(i)	214,499.	0	0	10,983.	11,023.	236,505.	
	(ii)	0	0	0	0	0	0	
4 AMY SHEARER	(i)	197,858.	0	0	10,290.	13,528.	221,676.	
	(ii)	0	0	0	0	0	0	
5 JOSEPH DETWEILER	(i)	134,315.	0	0	7,141.	13,183.	154,639.	
	(ii)	0	0	0				
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to 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.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

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

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

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

1	(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
		To	From			Yes	No	Yes	No	Yes	No
		(1)									
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
Total ▶ \$											

Part III Grants or Assistance Benefiting Interested Persons.

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

1	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			

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

Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) J. CHRISTOPHER CASHMAN	OFFICER OF IND BLUE CROSS	1,732,874.	HEALTH INSURANCE COVERAGE		X
(2) JOANNE HARMELIN	CEO OF HARMELIN MEDIA	787,440.	ADVERTISING		X
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

SCHEDULE L, PART IV

J. CHRISTOPHER CASHMAN

J. CHRISTOPHER CASHMAN, A DIRECTOR OF THE PHILADELPHIA ZOO, IS PRESIDENT COMMERCIAL MARKETS AT INDEPENDENCE BLUE CROSS (IBC). IBC PROVIDES HEALTH INSURANCE COVERAGE TO THE EMPLOYEES OF THE PHILADELPHIA ZOO. IBC IS THE PRIMARY HEALTH CARE BENEFIT PROVIDER IN THE DELAWARE VALLEY. THE PHILADELPHIA ZOO'S EMPLOYEE BENEFIT BROKER IS RESPONSIBLE FOR REVIEWING COVERAGE, RATES AND COMPETITIVE ALTERNATIVES. THE AMOUNT OF REVENUE RELATED TO THIS RELATIONSHIP IS NEGLIGIBLE TO IBC. THE NATURE OF MR. CASHMAN'S POSITION AT IBC IS SUCH THAT HE IS REMOVED FROM DIRECT BUSINESS CONTACT WITH THE PHILADELPHIA ZOO.

SCHEDULE L, PART IV

JOANNE HARMELIN

JOANNE HARMELIN, A DIRECTOR OF THE PHILADELPHIA ZOO, IS CHIEF EXECUTIVE OFFICER AND MAJORITY OWNER OF HARMELIN MEDIA. THE PHILADELPHIA ZOO EMPLOYS HARMELIN MEDIA AS ITS PRIMARY AGENCY FOR PLACEMENT OF PRINT, TELEVISION, RADIO AND OTHER MEDIA ADVERTISING. THE GREAT MAJORITY OF REVENUE RECEIVED BY HARMELIN MEDIA FROM THE PHILADELPHIA ZOO IS

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

PASS-THROUGH MONIES THAT ARE PAID TO TELEVISION, RADIO AND OTHER MEDIA OUTLETS. THIS RELATIONSHIP EXISTED PRIOR TO MS. HARMELIN JOINING THE PHILADELPHIA ZOO BOARD OF DIRECTORS AND THE ZOO IS FREE TO TERMINATE THIS RELATIONSHIP AT WILL. OVERSIGHT IS PROVIDED THROUGH AN ANNUAL RELATIONSHIP REVIEW BY THE CHIEF MARKETING OFFICER, THE CHIEF EXECUTIVE OFFICER AND THE MARKETING COMMITTEE OF THE BOARD OF DIRECTORS. HARMELIN MEDIA IS COMPENSATED THROUGH AN ANNUAL RETAINER, RATHER THAN THE STANDARD 15% AGENCY COMMISSION, WHICH PROVIDES THE PHILADELPHIA ZOO WITH A SUBSTANTIAL ANNUAL COST SAVINGS.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**

▶ **Attach to Form 990.**

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization ZOOLOGICAL SOCIETY OF PHILADELPHIA	Employer identification number 23-1352298
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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> ATCH 1</u>)		3.	3,013,183.	
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, 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	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2011)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
WATER	X	1.	2,026,100.	FMV OF DON. PROP.
MEDIA	X	1.	110,725.	FMV OF DON. PROP.
MULTI-BLDG UPGRADES	X	1.	876,358.	FMV OF DON. PROP.
TOTALS		<u>3.</u>	<u>3,013,183.</u>	

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.

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2011

**Open to Public
Inspection**

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

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23-1352298

FORM 990, PART VI, SECTION B, LINE 11

REVIEW OF FORM 990

AN INITIAL AND DETAILED REVIEW OF THE COMPLETED FORM 990 IS PERFORMED BY THE ORGANIZATION'S CHIEF FINANCIAL OFFICER AND CHIEF EXECUTIVE OFFICER PRIOR TO FILING. FOLLOWING THEIR REVIEW, THE FORM 990 IS PRESENTED TO AND REVIEWED IN DETAIL BY THE AUDIT AND COMPLIANCE COMMITTEE AT A SPECIAL COMMITTEE MEETING. ADDITIONALLY, THE TAX PARTNER FROM THE ACCOUNTING FIRM THAT PREPARES THE FORM 990 ATTENDS SUCH MEETING. SUBSEQUENT TO THE COMMITTEE'S REVIEW, A COMPLETE COPY OF THE FORM 990 IS PROVIDED ELECTRONICALLY TO EACH MEMBER OF THE BOARD OF DIRECTORS. EACH BOARD MEMBER HAS AMPLE TIME AND OPPORTUNITY TO RAISE QUESTIONS ABOUT ANY ITEM IN THE FORM 990 PRIOR TO ITS FILING.

FORM 990, PART VI, SECTION B, LINE 12

CONFLICT OF INTEREST POLICY

THE PHILADELPHIA ZOO MAINTAINS WRITTEN CONFLICT OF INTEREST POLICIES FOR DIRECTORS AND EMPLOYEES. EACH YEAR, ALL DIRECTORS, OFFICERS AND EMPLOYEES IN MANAGEMENT POSITIONS ARE REQUIRED TO COMPLETE A CONFLICT OF INTEREST DECLARATION. ALL CONFLICTS INVOLVING A DIRECTOR ARE REVIEWED BY THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD; ADDITIONALLY, SUCH CONFLICTS ARE DISCLOSED TO THE ENTIRE BOARD. ANY BOARD MEMBER WITH A CONFLICT OF INTEREST IS REQUIRED TO RECUSE HIM/HERSELF FROM ANY DISCUSSION, NEGOTIATION, DELIBERATION OR DECISION MAKING INVOLVING THE TRANSACTION CAUSING THE CONFLICT. ALL INTERESTS INVOLVING AN EMPLOYEE

Name of the organization

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ARE REVIEWED BY THE DIRECTOR OF HUMAN RESOURCES, THE CHIEF FINANCIAL OFFICER AND THE CHIEF EXECUTIVE OFFICER. ANY INTERESTS THAT CREATE A CONFLICT ARE REPORTED TO THE AUDIT AND COMPLIANCE COMMITTEE BY THE CHIEF EXECUTIVE OFFICER.

FORM 990, PART VI, SECTION B, LINE 15

EXECUTIVE COMPENSATION REVIEW

THE CHIEF EXECUTIVE OFFICER'S PERFORMANCE IS REVIEWED ANNUALLY BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS. THE EXECUTIVE COMMITTEE IS CHARGED WITH THE RESPONSIBILITIES OF A COMPENSATION COMMITTEE. IN CONJUNCTION WITH THIS PERFORMANCE APPRAISAL, THE CEO'S COMPENSATION IS REVIEWED AND ESTABLISHED BY THE COMMITTEE. THIS COMPENSATION REVIEW INCLUDES USE OF COMPARABILITY DATA (FOR BOTH PEER ORGANIZATIONS AND LOCAL MARKET BENCHMARKING), SALARY SURVEYS AND OTHER RELEVANT AND INDEPENDENT DATA. CONTEMPORANEOUS SUBSTANTIATION OF THE EXECUTIVE COMMITTEE'S REVIEWS AND DECISIONS IS MAINTAINED. AS FOR THE APPROXIMATE 12 INDIVIDUALS THAT COMPRISE THE SENIOR LEADERSHIP TEAM, THE CHIEF EXECUTIVE OFFICER PRESENTS TO THE EXECUTIVE COMMITTEE FOR DISCUSSION THEIR PERFORMANCE REVIEWS, AS WELL AS HIS COMPENSATION RECOMMENDATIONS AND RELATED PEER ORGANIZATION AND LOCAL MARKET SALARY BENCHMARKING.

FORM 990, PART VI, SECTION C, LINE 19

GOVERNING DOCUMENTS

THE PHILADELPHIA ZOO WILL PROVIDE COPIES OF ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AUDITED FINANCIAL STATEMENTS, AND FORM 990 TO THE PUBLIC UPON REQUEST. THE ORGANIZATION ALSO ALLOWS THE PUBLIC THE

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

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OPPORTUNITY TO INSPECT THESE DOCUMENTS AT THE ORGANIZATION'S OFFICE UPON REQUEST. ALTERNATIVELY, THE ORGANIZATION POSTS ITS FORM 990 AND AUDITED FINANCIAL STATEMENTS ON ITS WEBSITE.

FORM 990, PART XI

RECONCILIATION OF NET ASSETS

UNREALIZED LOSS	\$ (171,741)
CHANGES IN BENEFIT OBLIGATIONS	(734,273)
ROUNDING	1,010

TOTAL	(905,004)

FORM 990, PART VII

F. WILLIAM MCNABB, A PHILADELPHIA ZOO DIRECTOR, IS CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE VANGUARD GROUP. THE PHILADELPHIA ZOO EMPLOYS VANGUARD TO MANAGE AND ADMINISTER ITS DEFINED BENEFIT AND DEFINED CONTRIBUTION PLANS. THESE RELATIONSHIPS WERE IN PLACE PRIOR TO MR. MCNABB JOINING THE PHILADELPHIA ZOO BOARD OF DIRECTORS. THE SELECTION OF VANGUARD WAS MADE BY THE INVESTMENT COMMITTEE OF THE BOARD OF DIRECTORS FOLLOWING THE CONSIDERATION OF MULTIPLE FINANCIAL ORGANIZATIONS AND A THOROUGH REVIEW OF THEIR PROPOSALS. THE VANGUARD RELATIONSHIP IS SUBJECT TO A REVIEW BY THE INVESTMENT COMMITTEE EVERY THREE YEARS. THE AMOUNT OF PHILADELPHIA ZOO ASSETS MANAGED BY VANGUARD IS APPROXIMATELY \$15 MILLION; THE TOTAL VALUE OF ALL ASSETS MANAGED BY VANGUARD IS \$1.7 TRILLION. SINCE THE FEES PAID TO VANGUARD OF \$35,500 ARE UNDER THE THRESHOLD FOR REPORTING ON SCHEDULE L WE HAVE NOT DISCLOSED THIS TRANSACTION ON THAT

Name of the organization

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SCHEDULE. HOWEVER, MANAGEMENT AND THE DIRECTORS OF THE ZOO FEEL THAT IT IS IMPORTANT TO BE TRANSPARENT TO THE PUBLIC SO WE ARE DISCLOSING THIS TRANSACTION IN SCHEDULE O. MR. MCNABB IS NOT INVOLVED IN ANY DECISION MAKING PROCESS CONCERNING THE ZOO IN REGARD TO THIS TRANSACTION NOR DOES HE EARN ANY BENEFIT IN HIS ROLE AS OFFICER OF VANGUARD FOR THE FEES PAID BY THE ZOO.

ATTACHMENT 1

FORM 990, PART III - PROGRAM SERVICE, LINE 4A

EXHIBITS AND GARDEN CARE: THE PHILADELPHIA ZOO'S CORE PURPOSE IS TO CONNECT PEOPLE WITH WILDLIFE, WHILE CREATING JOYFUL DISCOVERY AND INSPIRING ACTION FOR ANIMALS AND HABITATS. THE PHILADELPHIA ZOO WELCOMES OVER 1.2 MILLION VISITORS A YEAR TO ITS 42-ACRE VICTORIAN GARDEN AND IS COMMITTED TO ENSURING THAT ITS NATURAL TREASURES REMAIN AVAILABLE TO A WIDE AND DIVERSE AUDIENCE. AS PHILADELPHIA'S MOST VISITED CULTURAL FAMILY ATTRACTION, THE ZOO HAS A SPECIAL CONNECTION TO ITS COMMUNITY DRAWING CARING AND DEDICATED FAMILIES TOGETHER FROM THE GREATER PHILADELPHIA REGION AND BEYOND SINCE THE 1870'S. EXHIBITS AND GARDEN CARE: THE PHILADELPHIA ZOO'S CORE PURPOSE IS TO CONNECT PEOPLE WITH WILDLIFE, WHILE CREATING JOYFUL DISCOVERY AND INSPIRING ACTION FOR ANIMALS AND HABITATS. THE PHILADELPHIA ZOO WELCOMES OVER 1.2 MILLION VISITORS A YEAR TO ITS 42-ACRE VICTORIAN GARDEN AND IS COMMITTED TO ENSURING THAT ITS NATURAL TREASURES REMAIN AVAILABLE TO A WIDE AND DIVERSE AUDIENCE. AS PHILADELPHIA'S MOST VISITED CULTURAL FAMILY ATTRACTION, THE ZOO HAS A SPECIAL CONNECTION TO ITS COMMUNITY DRAWING CARING AND DEDICATED FAMILIES TOGETHER FROM

Name of the organization ZOOLOGICAL SOCIETY OF PHILADELPHIA	Employer identification number 23-1352298
--	--

ATTACHMENT 1 (CONT'D)

THE GREATER PHILADELPHIA REGION AND BEYOND SINCE THE 1870'S.

TOTAL PROGRAM SERVICE EXPENSES 18,825,143

REVENUE 8,018,970

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4B

ANIMAL CARE: THE PHILADELPHIA ZOO PROVIDES CARE TO A COLLECTION OF MORE THAN 2,615 MOSTLY ENDANGERED AND EXOTIC ANIMALS. IN 2011, THE PHILADELPHIA ZOO'S MCNEIL AVIAN CENTER WAS AWARDED THE SIGNIFICANT ACHIEVEMENT AWARD BY THE ASSOCIATION OF ZOOS AND AQUARIUMS (AZA) IN THE EXHIBIT AWARD CATEGORY. THIS SUCCESSFUL EXHIBIT ENCAPSULATES OUR MISSION TO USE DIRECT, INTIMATE CONNECTIONS WITH ANIMALS TO MOTIVATE CONCERN AND ACTION TOWARD THEIR PRESERVATION. HOWEVER, THE PHILADELPHIA ZOO DOES MORE THAN SIMPLY EXHIBIT ANIMALS. WE ARE PART OF A GREATER MISSION TO HELP CREATE NATIONAL ZOO CONSERVATION AND BREEDING PROGRAMS FOR ENDANGERED SPECIES THAT WILL MAINTAIN HEALTHY, SELF-SUSTAINING POPULATIONS THAT ARE BOTH GENETICALLY DIVERSE AND DEMOGRAPHICALLY STABLE.

TOTAL PROGRAM SERVICE EXPENSES 7,424,000

ATTACHMENT 3

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

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ATTACHMENT 3 (CONT'D)FORM 990, PART III - PROGRAM SERVICE, LINE 4C

EDUCATION AND CONSERVATION PROGRAMMING: ONE OF THE MOST IMPORTANT WAYS THAT THE PHILADELPHIA ZOO CONNECTS WITH ITS VISITORS IS THROUGH DYNAMIC EDUCATION AND CONSERVATION PROGRAMMING. FOR OVER 150 YEARS, AMERICA'S FIRST ZOO HAS BEEN HELPING GUESTS LEARN MORE ABOUT ANIMALS FROM AROUND THE WORLD, THEIR HABITATS, AND THE ENVIRONMENT WE SHARE. BY PROVIDING ENGAGING, UP-CLOSE AND PERSONAL EDUCATIONAL EXPERIENCES FOR PEOPLE OF ALL AGES, THE ZOO IS HARD AT WORK CONNECTING ITS VISITORS WITH THE WONDERS OF THE NATURAL WORLD. THE PHILADELPHIA ZOO'S CONSERVATION PROGRAM HAS ONE OF THE BROADEST REACHES IN THE GREATER PHILADELPHIA AREA, SHARING CRITICAL CONSERVATION MESSAGES WITH MORE THAN ONE MILLION PEOPLE ANNUALLY. AT TODAY'S PHILADELPHIA ZOO, THE COMMITMENT TO CONSERVATION EXTENDS THROUGH ALL PROGRAM AREAS AND IS DEDICATED TO CONSERVATION NOT ONLY IN OUR COMMUNITY, BUT AROUND THE WORLD.

TOTAL PROGRAM SERVICE EXPENSES	2,266,000
GRANTS AND ALLOCATIONS	155,777
REVENUE	949,278

ATTACHMENT 4990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
W.S. CUMBY, INC. 938 LINCOLN AVENUE SPRINGFIELD, PA 19064	CONSTRUCTION	1,155,627.
W.H. MYERS CONSTRUCTION CO	CONSTRUCTION	1,016,281.

Name of the organization

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ATTACHMENT 4 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
5219 N. LAWRENCE STREET PHILADELPHIA, PA 19120		
SMP ARCHITECTS 1600 WALNUT STREET, SECOND FLOOR PHILADELPHIA, PA 19103	DESIGN	997,573.
PENNONI ASSOCIATES INC 3001 MARKET STREET PHILADELPHIA, PA 19104	CONSTRUCTION	833,728.
HARMELIN MEDIA 525 RIGHTERS FERRY ROAD BALA CYNWYD, PA 19004	MEDIA SERVICES	770,563.
	TOTAL COMPENSATION	<u>4,773,772.</u>