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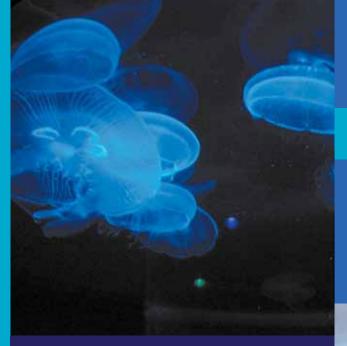
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TEXAS STATE AQUARIUM LEADERSHIP

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Our Mission

Connecting people with nature and inspiring conservation of the Gulf of Mexico.

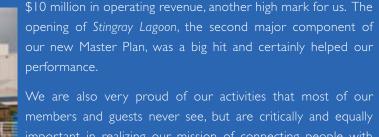
Our Vision

To be a nationally-recognized Aquarium leader in creating entertaining, educationally-enriching programming; conducting wildlife rehabilitation; and supporting conservation.



DEAR FRIENDS

Some of you might recall that 2011 was a banner year for the Aquarium; the opening of the HEB Splash Park helped drive a 12% increase in annual attendance. After an exceptionally strong year, we find it is always difficult to project what will happen the following year. We are pleased to report to you that, by almost any measure, 2012 was another extraordinary year for the Texas State Aquarium. Our attendance topped 560,000, making 2012 our busiest year since grand opening, and up about 4% over 2011. We generated over



We are also very proud of our activities that most of our members and guests never see, but are critically and equally important in realizing our mission of connecting people with nature and inspiring conservation of the Gulf of Mexico. One example is our Second Chances Wildlife Rehabilitation Program. With generous support from the Earl C. Sams Foundation, we were able to construct new flight cages for our raptor rehabilitation program. Since 2005, more than 1,000 shorebirds and majestic birds of prey have been treated by our animal care

team and either released back into their natural habitats or have found a home at the Texas State Aquarium or another AZA-accredited facility. These birds become ambassadors for their brethren in nature and instill in all who visit us a sense of appreciation for these animals and the wild places they occupy.

Finally, we want to update you on progress with the execution of our ten-year Master Plan. With our fundraising feasibility and business planning and forecasting work complete, our Board of Trustees overwhelmingly supported moving forward with the early, quiet phase of a major campaign to raise the necessary funds to construct the Caribbean Wing building. This ambitious program, which was first conceptualized in our original master plan developed over 25 years ago, still holds very strong appeal for us. Our interpretive focus will be the Sian Ka'an Biosphere Reserve, along the Eastern edge of the Yucatan peninsula in the Quintana Roo state of Mexico. This remarkable region, home to some of the longest underground rivers on earth and the second largest barrier reef, will take you on a journey through tropical jungles, caves, mangrove forests, tropical tide pools, coral reefs and, ultimately face-to-face with an incredible collection of sharks. You will hear much more about this ambitious program over the next six to 12 months.

However, for now, enjoy the fall and your aquarium. Today is a great day to visit!

President and CEO

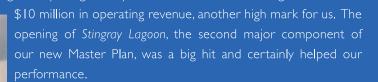
Deneece Squires Board Chair

Venere Squites



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Tom Schmid

President and CEO

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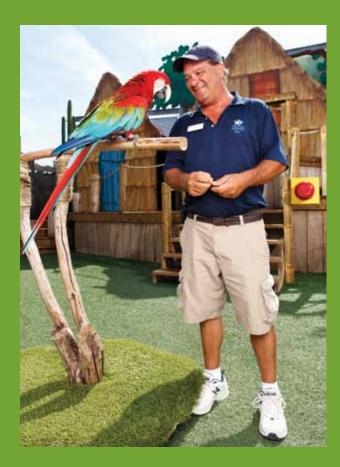
Board Chair

TALENT Doug Lewis, Maintenance Mechanic/Exhibits Fabrication

those exhibits. That's where Doug Lewis is the expert.

"The flight cages are like the final training ground for our go. It was a great project because rehabilitation is such an

they want in the construction. It's all about what's best for the animals," asserted Doug.









PARTNER Flint Hills Resources



On the surface, it might seem odd that a refining and chemicals company would financially support an aquarium. However, in the case of Flint Hills Resources and the Texas State Aguarium, it is a natural match – and a win-win partnership.

"As a company, when we talk about financial support and corporate stewardship, we focus on education, environmental preservation and enhanced quality of life for the residents of our communities," says Valerie Pompa, Flint Hills Vice President and Manufacturing Manager. "In our support of the Texas State Aquarium, we're hitting all three areas of focus."

Since 1989, Flint Hills has been a leading corporate supporter of the Aquarium. The company's broadest initiative is the Aquavision distance learning program, which to date has enabled more than 46,000 elementary school-aged children to experience the Aquarium without leaving their classrooms. The program incorporates science, math and reading lessons through various features and exhibits.

In addition, Aquarium SeaCampers wrap up a week of learning-filled fun with a day of first-hand research at the Flint Hills Resources Wildlife Learning Preserve, venturing into the area to observe birds, reptiles and small mammals, as well as take plaster molds of animal tracks found on the trail. The 120-acre preserve was set aside by Flint Hills to protect and enhance the wetlands and wildlife habitat area that surrounds the company's west plant, located near IH-37. It consists of coastal marshes, fresh water ponds, upland grasses, mudflats and mesquite brushland, and provides a location to conduct research and demonstrate regional ecology.

Flint Hills Director of Human Resources, Walt Schumacher, adds another perspective. "The Aquarium educates in an entertaining, engaging way. Youngsters have the freedom to explore at their own level and learn, almost without



knowing they did. It can awaken and foster a greater appreciation of science and the environment; and those students of today and tomorrow are our potential employees in just a few years."

Valerie and Walt agree the Aquarium is an important recreational, economic and tourism resource. "From a hiring standpoint – for any company – it's a quality-of-life benefit we can use to attract and retain a talented workforce in South Texas," asserted Walt. Valerie added, "The Aquarium is accessible and promotes the Gulf Coast, and the addition of the Caribbean Wing will take it beyond the regional level."

For Flint Hills, support of the Aquarium provides a platform to encourage education and environmental stewardship, and spread its message. "Oil industry-related companies are often perceived as the enemy," noted Valerie. "But this is our home, and we care about it as would any other resident. We're not here to exploit, but to make people's lives better. We're a partner."



VISION

Bill & Peggy Clark, Aquarium Supporters

"They called us 'whippersnappers'," says Peggy Clark. "I was 36, had just finished Leadership Corpus Christi and was a member of the Junior League. A group of us got together and dusted off the idea of building an aquarium. It was time to get it done."

Despite some resistance from the city's establishment, Peggy and her cohorts were committed. "We had just created Bayfest three years earlier. We thought we could do anything."

Thirty-four years later, Peggy looks around the Texas State Aquarium with the pride and fulfillment that comes from having been so involved during its inception and infancy. When controversy arose over the original proposed location, "we went out and bought this property." To help raise visibility and financial support, she created slideshows and staged an aerial photograph of volunteers forming a star on the site. When touring the National Aquarium in Baltimore, she wore a fish hat to meet the mayor.

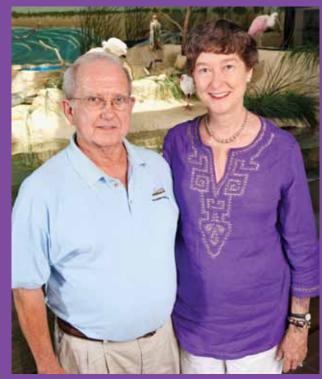
"We did crazy things to promote the creation of this Aquarium," she chuckles. "It was really fun, and it was exciting."

Peggy's leadership continued through the years on the Board of Trustees, and she's now a Trustee Emeritus. Her can-do attitude is no surprise to her husband of 47 years, Bill Clark. The Corpus Christi native's career has included work in offshore drilling, at IBM and in the banking industry. Bill and Peggy enjoy bringing their two grandchildren to the Aquarium, and he's quick to agree it has a special appeal.

"One of the main attributes is a great staff," he says. "They're enthusiastic and happy to be here. The whole experience is entertaining and enjoyable, but education about the Gulf and conservation is always the heart of the message."

Peggy was part of the very first guide class, and she remains among a handful of original guides still volunteering.

"Our hands-on experiences have changed as we learned what works," she says, "and the conservation message has become stronger." Whether it's whale songs or trash, "what happens in one part of the world's water reaches around



Bill and Peggy Clark

the world to other parts of the water. That's what we're teaching here."

The Clarks believe expansion and updated exhibits are key to the Aquarium's staying power, and they've contributed to every new exhibit and campaign. They have been President's Council members since 1999 and were inducted into the AQUA Society in 2011. "Financial support is critical to taking this facility to the next level, which is what the Caribbean Wing will do," Peggy says. "The Caribbean is a whole other ecosystem that directly connects to us, and being able to learn about the flora and fauna of that region is a natural extension of the Aquarium. It will transform the Texas State Aquarium and put it – I believe – among the top aquariums in the country."

And then? Peggy Clark smiles. "That will complete the initial vision we had, and there will be a whole new group of young people to keep it going. They'll be the new whippersnappers."







CONNECTION

Mike Wenzel, Volunteer of the Year

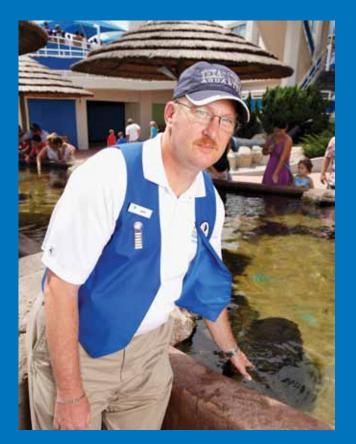
Mike Wenzel's experience as a Texas State Aquarium volunteer started with a very special connection. In 2007 his oldest daughter, Amber, wanted to volunteer but was too young to do so alone. She asked her dad to join her in the Aquarium's Guide Partners program, and together they completed the orientation and training and went on to work side by side, providing answers and exhibit interpretation to curious guests.

Amber is now studying wildlife management at Sul Ross University, but meanwhile Mike connected with another guide partner – his younger daughter, Brandy – until she, too, was old enough to serve as a guide on her own.

With Brandy now in high school, Mike's enthusiasm for the Aquarium has never wavered. "I enjoy telling people about this environment and watching their eyes light up," says the Aquarium's 2012 Volunteer of the Year. "When you can help them make a personal connection, they get the message. I tell them, he's not just a turtle, he's 'Crush'; and he's not just a shark, he's 'Hans' ... and suddenly they begin to be more aware. Maybe they think twice before speeding in their boat or putting trash in the water or tossing out that wad of fishing line."

Mike thinks many aspects of the Aquarium encourage people to establish a connection with the environment they might not have had previously. "Stingray Lagoon is my favorite because it's so hands-on. Being able to get so close to the turtles, to touch the sharks and sea urchins, to walk right out over the marsh on the Boardwalk – all these things allow people to really experience the Gulf they don't see from the beach."

He's also quick to mention the importance of the Aquarium to the people of South Texas. "This is a portal to what's out there. You can spend a day at the Aquarium and understand how we're connected to that environment, and how everything within that ecosystem is interrelated. People come and enjoy the shows and the exhibits, but they leave having learned something. And, if I've done my job, they've made a personal connection that will encourage them to take care of our environment."





2012 AQUATEEN VOLUNTEERS OF THE YEAR

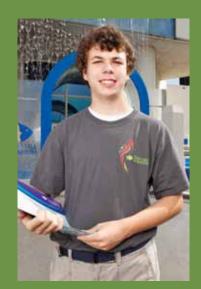
Josh Messina

Josh Messina first visited the Texas State Aquarium at age six. Ten years later, he has been named 2012 AquaTeen Volunteer of the Year.

Josh's hard work — which included taking surveys in guest services and setting up for *Dolphin Bay* shows — prompted Aquarium staff members to describe him as dependable, flexible, accountable and respectful. He racks up approximately 40 volunteer hours a month during the summer, in addition to a reduced schedule during the school year.

The Flour Bluff High School sophomore says he enjoys interacting with animals and guests, and seeing visitors' reactions. He noted, "People are surprised by how many species live in the Gulf. They're amazed, frightened and sometimes both. But after seeing the animals and the education here, they may be influenced to take even small steps to protect the environment – like recycling or saving water."

Josh has been influenced, too. He explained, "I didn't care much for science before, but since I began volunteering here, science and geography are my stronger subjects." Josh added, "And my social skills are better . . . now I'm really good at talking to people."



ENTERTAINING, EDUCATIONALLY-ENRICHING PROGRAMMING

Exhibits



Stingray Lagoon

Every year since 1998, the Aquarium has debuted a new exhibit, and 2012 was no exception. *Stingray Lagoon* opened in May to overwhelmingly positive reviews as the Aquarium's most interactive exhibit to date - with daily opportunities to not only touch, but hand-feed stingrays.

Stingray Lagoon's 10,000 gallons of seawater is home to more than 30 rays representing the Southern, Atlantic, and cownose species. All three species of rays are indigenous to the Gulf of Mexico.

Eagle Rock Statue

On Friday, April 6, the Texas State Aquarium unveiled a beautiful new addition to the view of Corpus Christi Bay, thanks to the Dobson family and Whataburger, Inc.

Tom Dobson, Chairman and CEO of Whataburger, Inc., presented to the Aquarium one of the most iconic statues in the city – "Eagle Rock" – which was formerly in front of Whataburger headquarters in Corpus Christi. "Eagle Rock" was created by world-renowned wildlife artist and Corpus Christi resident Kent Ullberg.

Tom Schmid, Aquarium President and CEO, commented, "I'm really excited about this gift; we will now have three of Kent's incredible works of art on our campus for our guests to enjoy."

Caleigh Sowder

Caleigh Sowder's passion for animals prompted her to join the AquaTeen program at the Aquarium last summer. In her first year, Caleigh was able to work in a variety of areas, including wildlife rehabilitation, *Hawn Wild Flight Theater*, *H-E-B Splash Park*, and her favorite exhibit, *Amazon*. "I just love birds and reptiles," she says with excitement. "I'm getting a pet lizard in a couple of weeks!"

Caleigh jumped in eagerly, amassing some 300 hours of volunteer service. In naming her 2012 AquaTeen Volunteer of the Year, Aquarium staff members said she is cheerful, accountable, adaptable and hard-working.

A junior at Richard Milburn Academy, Caleigh's bubbly personality shines when interacting with Aquarium visitors who ask "tons of questions! One day, I was working *Stingray Lagoon*, and a lady talked with me for 45 minutes; she wanted to know everything!"

The AquaTeen experience showed Caleigh the importance of volunteer participation. "They depend on you. When you say you're going to be here, you have to come through on that commitment. It definitely teaches you a strong work ethic."

That work ethic paid off and will now be put to use in her new role at the Aquarium – she has been hired as a part-time (and enthusiastic) Program Presenter. Caleigh commented, "Oh my gosh, I'm so excited!"





Educational Programs

2012 was a banner year for TSA's Education Department, with soaring numbers of participants in several special programs. With 67,750 total participants — a seven percent increase over 2011 — the Aquarium's reach was felt by learners of all ages.

Outreach

In 2012, the Texas State Aquarium's outreach programs reached 16,830 students and adults through participation with several Coastal Bend organizations and events. Just some of the expanded community partnerships touched through the Aquarium's outreach program in 2012 were Earth Day/Bay Day, Coastal Bend Bays and Estuaries Program, World of Water Celebration, Aransas National Wildlife Refuge and Padre Island National Seashore Junior Ranger Day. By fostering these community relationships, we are able to increase the impact of the mission and vision of the Texas State Aquarium and its Education Department.

The outreach area of the Education Department also added a live animal outreach component to the program offerings. This new program has proven to be extremely popular with students, teachers and community organizations.





Aquavision

Participation in the Texas State Aquarium's Aquavision distance learning program doubled in 2012 – to 6,996 – thanks to the introduction of web-based distance learning software and new marketing strategies made possible through a presenting partnership with Flint Hills Resources, which was initiated in 2011 and extended for a second year. The Aquavision program was also promoted through our association with the Connect2Texas distance learning organization.

The growth in participation in the Aquarium's Aquavision program demonstrates to the fact that the new web-based software really does make distance learning more accessible.

SeaCamp

Owing in part to the generosity of two organizations that enabled the Aquarium to offer scholarships to campers for the first time ever, participation in SeaCamp increased 18 percent over 2011 and set an all-time high with 1,023 campers from age four through high school. Thanks to gifts from the Coastal Bend Community Foundation and The John G. and Marie Stella Kenedy Memorial Foundation, full and partial scholarships made participation possible for many children who otherwise may not have been able to attend the popular camps that blend indoor and outdoor learning in fun and engaging ways.

In another first for SeaCamp, Time Warner Cable contributed scholarships and a grant that launched the inaugural Aquanaut camp for teenaged students in grades 10 and above.

SeaLab Programs and Workshops

Programs for classes of students held at the Aquarium's SeaLab Education Center near the main Aquarium campus served 3,299 students in 2012.

Additionally, the Aquarium holds periodic workshops for teachers, and 87 educators took advantage of this program during 2012.

Camp-Ins

A total of 2,194 people enjoyed one of the Aquarium's educational and fun camp-ins during 2012. Far more than a simple sleepover at the Aquarium, these events feature the opportunity to learn about sea organisms, conservation, and even oceanography.

Volunteer Program

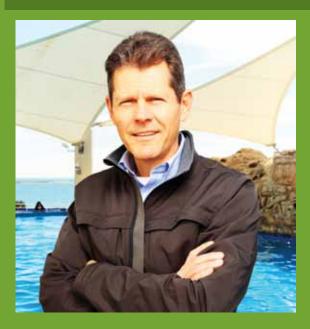
The Texas State Aquarium's volunteer program is an essential cog in meeting the needs of the animals in our collection, the facility itself, and helping educate and assist our hundreds of thousands of guests every year. It is impossible to quantify the significant annual contributions of the Aquarium's volunteers, but the following numbers for 2012 give some idea:

Active Volunteers	180
Total Hours Contributed	22,994
Value of Hours	\$221,909
Dive Hours	2,422

Membership Program

The TSA membership program allows our supporters and most frequent visitors to enjoy the Aquarium all year long for approximately the cost of two visits, discounts around the Aquarium, a subscription to *Star* magazine, and exclusive invitation to our members-only 4th of July party. In 2012, 5,966 individuals and families of varying sizes took advantage of this beneficial program.

NATIONAL RECOGNITON



President and CEO Named Chair of Zoo & Aquarium Association

Texas State Aquarium President and CEO Tom Schmid was elected the Chair of the Board of Directors for the Association of Zoos & Aquariums (AZA), a nonprofit organization founded in 1924 and dedicated to the advancement of zoos and aquariums in the areas of conservation, education, science and recreation. He was installed as the organization's chairman in September of 2012.

With more than 220 accredited institutions worldwide, and a network of more than 6,000 aquarium and zoo experts, AZA is the world's leading organization of zoological professionals. The Texas State Aquarium has been an accredited member of AZA since 1995.

According to AZA President and CEO Jim Maddy at the time of Schmid's appointment, "Due to Tom's strong leadership and extensive experience, AZA accredited zoos and aquariums are sure to benefit immensely."



Great Horned Owl Release

On November 12, the Texas State Aquarium released three rehabilitated Great horned owls back into their natural habitat at Hans Suter Park in Corpus Christi. Two of the owls were found in the Flour Bluff area in late March, and the other was found at the Nava Air Station in May. All three of the owls were orphans that had fallen out of their nests.

Because the three owls were around the same age, they were placed together in ar outdoor flight enclosure, where they were conditioned for flight and hunting live prey.



SUPPORTING CONSERVATION & WILDLIFE REHABILITATION



Second Chances Wildlife Rehabilitation Program

The Texas State Aquarium believes that our responsibility as an Aquarium is not simply to take care of the animals in our collection, but also to use the expertise we have on staff to benefit other area wildlife in need of help. Our Second Chances Wildlife Rehabilitation Program treats hundreds of injured or sick animals annually at our hospital, with the goal of rehabilitating them and releasing them back into their natural habitat. The program is federally permitted and operates under rigorous standards established by the Association of Zoos and Aquariums (AZA). We are able to care for: shorebirds, terns, pelicans, egrets, plovers, spoonbills, stilts, skimmers, oystercatchers, gulls, sandpipers, raptors (birds of prey), hawks, falcons, owls, eagles, reptiles, and marine mammals.

In 2012, the Aquarium's Second Chances Wildlife Rehabilitation Program treated 217 animals of 63 different species. We were able to release 48 of those back into their natural habitats, and 20 more were transferred either into our collection or to a permanent home at another AZA-accredited facility.

New Flight Cages

After several years of planning, construction of new, state-of-the-art flight cages began in January and was completed in early summer of 2012 on the SeaLab campus of the Texas State Aquarium. The much needed addition was possible thanks to a generous \$25,000 grant from the Earl C. Sams Foundation.

Flight cages are vital to the rehabilitation process of raptors and other birds, serving as a protected practice space to learn, or re-learn, how to fly. The new 5,000 square foot structure dramatically increased the space available for bird rehabilitation, and allows the birds to fly longer distances and regain strength after injury or illness. The addition has reduced recovery time for birds at the SeaLab campus and has helped increase the number of releases.





Nissan Leaf & Electric Car Charging Station

Ed Hicks Nissan generously donated a new Nissan Leaf – since custom wrapped with the Aquarium's logo and educational information – to the Aquarium in 2012. Additionally, Nissan North America, Inc. donated an electric car charging station to the Aquarium, the first of its kind at a cultural attraction in South Texas, and helped further the facility's ongoing efforts to operate as sustainably as possible.

According to Charlie Hicks, Dealer Principal of Ed Hicks Nissan, "Our family is proud to be a part of the TSA's sustainable operations efforts and recognize the Nissan Leaf as a true zero-emission vehicle that symbolizes the electric vehicle movement as a viable alternative to gasoline-powered automobiles. From the seats made of recycled water bottles to the Leaf's regenerative braking system, this five-star safety rated vehicle provides the equivalent of 106 miles per gallon without using a single drop of gas."

The electric car charging station at the Aquarium is a high-voltage, high-current charging system which can completely recharge the Leaf in less than eight hours while saving on energy costs by scheduling off-peak charging through its intelligent power management system.

Texas State Aquarium President and CEO Tom Schmid commented, "The Nissan Leaf is another wonderful gift from a wonderfully generous family. For more than 25 years, the Hicks family has supported the Aquarium, making significant investments to grow our education and exhibit programming and our wildlife rehabilitation efforts. With this donation, the Hicks family is demonstrating its strong commitment to sustainable operations and a sustainable future."

Schmid continued, "We are honored by the generosity of Nissan North America, Inc., which has allowed the Texas State Aquarium to become the first cultural attraction in South Texas able to offer our guests an electric car charging station. We are excited to offer this environmentally-friendly option to our guests."

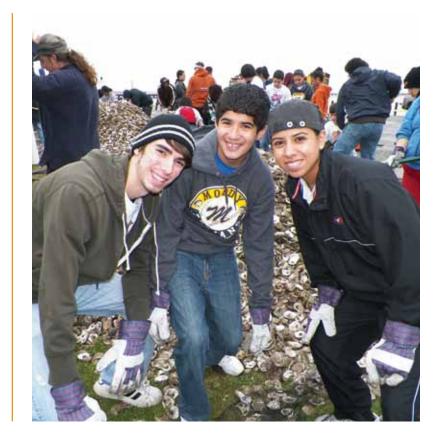
The Aquarium places much importance on its steps toward sustainable operations through its "Going Green" program, which includes: Xeriscape landscaping, solar panels, automated light switches and faucets, waterless urinals, compostable restaurant supplies, a cleaning and filtration system on our waterfall basins, and extensive recycling throughout the facility.



STORA

In 2012, 100 students from King and Moody High Schools participated in four field trips to Goose Island State Park to learn about oyster restoration through the South Texas Oyster Restoration and Awareness (STORA) grant, awarded to the Aquarium by the State Farm Youth Advisory Board. The STORA program is a student-led service learning project supporting the Texas A&M University-Corpus Christi/Harte Research Institute oyster shell recycling and habitat restoration program, Sink Your Shucks. Sink Your Shucks is supported by the Texas General Land Office and the National Oceanic and Atmospheric Administration.

The students who participated in this program attended various community events, oyster restorations, and field trips to test water quality of the oyster habitat.



Gulf Alliance Partnership Program

A total of 510 students from Cunningham Middle School experienced field science first-hand through the Gulf Alliance Partnership (GAP). GAP is a Gulf-wide grant through a partnership with Florida's Environmental Protection Agency (EPA). The GAP grant was established to increase the capacity of non-formal educators and underserved schools to conduct experiential environmental education in support of environmental literacy.

Teacher professional development sessions were conducted for the participating teachers at Cunningham Middle School. Participating students attended three field experiences designed to show the interconnectedness of the Nueces watershed to the ocean.

The freshwater field experience was held at Hazel Bazemore Park, where the Nueces River runs through the park. The brackish water experience was held at the wetland habitat in Rincon Channel near the Texas State Aquarium SeaLab, and the third field experience will be held in 2013 at a saltwater habitat at Padre Island National Seashore.

Students connected via videoconference to the other Gulf state participating students to discuss their experiences with the GAP grant.

LOCAL IMPACT

Economic Impact

The Aquarium continues to have a strong impact on the local economy. With record attendance and revenue in 2012, its economic impact on Corpus Christi was more than \$43 million. The Aquarium supported more than 700 area jobs, with annual salaries totaling more than \$15 million.

Dollar Days

The Texas State Aquarium hosted three Dollar Days in 2012 thanks to the support of our generous partners, Navy Army Community Credit Union, Coastal Bend Community Foundation, and Reliant, an NRG Company, who made the greatly reduced admission prices possible. Dollar Days are an opportunity for local residents who might not otherwise be able to enjoy the Aquarium to connect with nature and get inspired about conservation of the Gulf of Mexico. It is just one of the ways the Aquarium gives back to a community that has supported it since even before it opened in 1990.



Visitors enjoying Stingray Lagoon during the December







Participation in the Community

Beyond the facility, its programs and events, the Aquarium's reach can be felt throughout the Corpus Christi community through the activities of its staff. The Aquarium is a member of the Corpus Christi Chamber of Commerce, Corpus Christi Regional Economic Development Corporation, and Corpus Christi Hispanic Chamber of Commerce. Many Aquarium staff members have earned the designation of Certified Tourism Ambassador (CTA) through the Corpus Christi Convention & Visitors Bureau (CCCVB), and they use the knowledge they gained through the training to act as ambassadors for Corpus Christi all over the area. Aquarium staff members also contribute their time and expertise to the CCCVB, serving on that organization's Board of Directors and Marketing Committee.

The Aquarium is a generous donor to other non-profits both within the Coastal Bend area and around Texas. In 2012, the Aquarium donated more than 850 passes, memberships, or tours to qualified organizations and events. Among the recipients were Corpus Christi ISD, March of Dimes, City of Corpus Christi, American Cancer Society, American Diabetes Association, American Heart Association, American Red Cross, Big Brothers & Big Sisters, CHRISTUS Spohn, Del Mar College, Texas A&M Corpus Christi, Epilepsy Foundation, Muscular Dystrophy Association, and the Ronald McDonald House.

AQUARIUM PARTNERS

The Aquarium is fortunate to have the support of a number of important companies that contribute to the vitality of the programs and services we offer. These companies believe in our mission and show their support through their participation in our Aquarium Partner program and often additional donations towards specific exhibits or programs.

There is no way for the Aquarium to adequately express our gratitude to the organizations with which we partner. Below is a list of some of our top partners and how they contribute to what we do:



H-E-B has been one of the Aquarium's strongest supporters over the years. Longtime title sponsor of the H-E-B *Dolphin Bay* Underwater Viewing Room, the successful grocery store chain generously became the title sponsor of the *H-E-B Splash Park* when it opened in 2011. The marine-themed zero-depth wetscape water play area featuring water spray jets, interactive water features, water cannons, and more has been an extremely popular addition to the family fun available to our guests and members.

H-E-B was also a major contributor to our *Amazon* exhibit and is quick to help anytime the Aquarium asks for assistance with events and projects.



The Aquarium has a long history of partnering with Whataburger. In addition to supporting our fundraising events and exhibits, Whataburger distributes coupons to Texas State Aquarium visitors throughout the year on designated coupon days.

According to Whataburger Chairman Tom Dobson, "The Texas State Aquarium is a world-class facility, and Whataburger is incredibly proud to serve as a corporate sponsor. For many years, we have supported and promoted its programs and activities, from the *Dolphin Bay* exhibit to the Beach Ball gala, and we strongly believe in continued investment in this Corpus Christi gem and Texas treasure."



Flint Hills Resources is a strong partner of the Aquarium and the title sponsor of our Aquavision distance learning program, which incorporates science, math and reading lessons through the Aquarium's features and exhibits. To date, Aquavision has enabled more than 46,000 elementary school-aged children to experience the Aquarium without leaving their classrooms. In addition, children attending our SeaCamps get to enjoy a day exploring the Flint Hills Resources Wildlife Learning Preserve, a I 20-acre wetlands and wildlife habitat preserve surrounding the company's west plant.



Andrews Distributing Company, Ltd. was the title sponsor for Beach Ball in 2012 and has been the primary sponsor for Beach Ball since 2003. Each year, Andrews has generously donated several high-earning auction items on which guests could bid, and the company continues to be a valued Aquarium partner.



A strong supporter of the Aquarium for 20 years, Citgo has made contributions to many of our exhibits, as well as our wildlife rehabilitation program.

FVFNTS AND AWARDS

Beach Ball

The best little "beach chic" fundraiser in Corpus Christi, Beach Ball, was hosted once again at the Texas State Aquarium on April 13, 2012. Gala chair Gail Hoffman led the event, which helped raise funds for the Aquarium's newest exhibit, *Stingray Lagoon*. Attendees donned their finest khaki shorts, flip flops, and Hawaiian shirts and dresses for this memorable evening that featured live, silent and bidboard auctions and a delicious steak dinner sponsored by Outback Steakhouse. Live music and entertainment by Rotel and the Hot Tomatoes kept guests dancing all night long.

Andrews Distributing Company, Ltd. was again the title sponsor for this annual event, which raised more than \$168,000 towards the construction of *Stingray Lagoon*. Beach Ball is traditionally the Aquarium's biggest fundraiser of the year.

AQUA Society and Golden Star Awards

On November 14,2012, the Aquarium celebrated our most generous supporters at the second annual AQUA donor recognition event. The AQUA Society was established in 2011 to recognize those individuals and organizations with cumulative gifts to the Aquarium of \$25,000 or more.

At AQUA 2012, the society welcomed several new inductees and honored many returning and advancing supporters. New inductees were:

- State Farm Youth Advisory Board
- Pepsi-Cola Bottling Company
- Holand Peterson
- Peggy & Avinash Ahuja
- Kim & Tom Schmid
- René & Frank Scanio, III
- Lucy & Dick McCracken
- Orion Drilling Co., LLC

The evening concluded with the presentation of TSA's highest honor, the Golden Star Award, a distinction reserved for our most passionate and visionary supporters. Recipients for 2012 were trustees and long-time supporters Gloria Hicks and Rich Tuttle. The Aquarium is appreciative of both their generosity and dedication to furthering the development of the Texas State Aquarium.



Rotel and the Hot Tomatoes



Left to right: Tom Schmid, Charlotte Castaneda, Lucy McCracken, Dick McCracken, Judy Hawley, Lee Jordan, and Kim Schmid.



om Schmid and Gloria Hicks



Rich Tuttle and Tom Schmid

Rising Tide Society

The Aquarium's newest group of young supporters, the Rising Tide Society, hosted its first social event and membership drive, Stingray Soirée, on October 25. The society was formed in early 2012 with the goal of educating a new, dynamic group about preservation and conservation of our Gulf Coast ecosystem and to prepare members for future leadership of the Texas State Aquarium.

Stingray Soirée entertained guests 21 and over with a meet and greet cocktail hour and the opportunity to get up-close and personal with the Aquarium's fascinating animals. Net proceeds from the evening supported the Aquarium's Second Chances Wildlife Rehabilitation Program.



LOOKING FORWARD

In the fall of 2012, the Texas State Aquarium's Board of Trustees approved a resolution to launch a capital campaign to raise the funds for a Caribbean Wing Building—the realization of our founders' vision and the final phase of their original Master Plan. Campaign Caribbean is a bold step designed to complete the journey started more than 25 years ago.

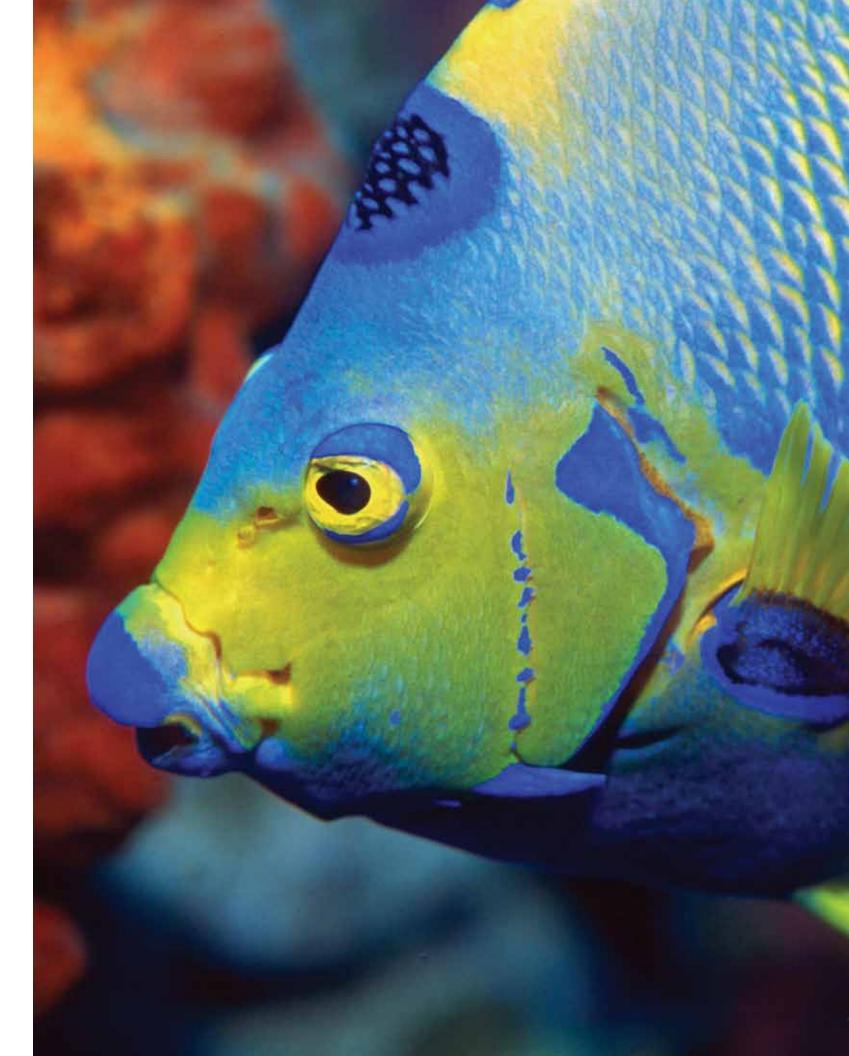


The Aquarium's new Caribbean Wing will inspire and educate guests through interactive and immersive exhibits, expanding the vision and narrative of the Aquarium beyond the Gulf of Mexico and into the Caribbean Sea, and bringing its sights, sounds, and vibrant wildlife to the shores of Corpus Christi. The building will interpret the unique biodiversity and culture of the Yucatan Peninsula and Western Caribbean Sea, taking guests on a journey through the sights, scents and sounds of a tropical forest, Mayan ruins, a blue hole, a mangrove forest, a coral knoll, a coral reef, and the depths of the Caribbean Sea.



Rendering of a portion of the tropical forest







FINANCIAI SUMMARY

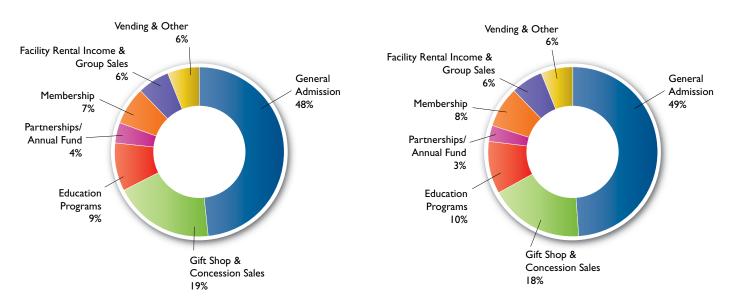
	2011	2012
Attendance	547,670	564,766
Support and Revenues*		
General Admission	\$4,851,508	\$5,181,056
Gift Shop & Concession Sales	\$1,929,190	\$1,933,199
Education Programs	\$902,932	\$1,048,383
Partnerships/Annual Fund	\$450,552	\$299,468
Membership	\$759,895	\$820,562
Facility Rental Income & Group Sales	\$652,322	\$687,562
Vending & Other	\$630,227	\$671,871
Total Support & Operating Revenue	\$10,176,626	\$10,642,101

^{*2012} figures unaudited

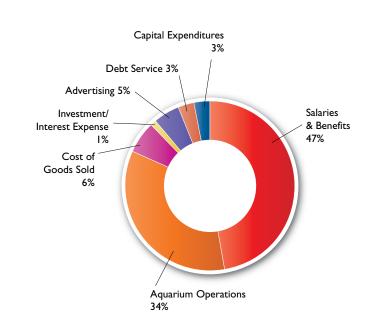
2011 2012 Expenses** Salaries & Benefits \$4,565,331 \$5,071,057 Aquarium Operations \$3,339,319 \$3,261,635 Cost of Goods Sold \$603,972 \$399,893 Investment/Interest Expense \$102,853 \$93,722 \$483,376 \$429,428 Advertising Debt Service \$277,281 \$276,708 Capital Expenditures \$371,634 \$316,463 **Total Operating Expenses** \$9,688,595 \$9,904,077 Net Income \$488,031 \$738,024

Support and Revenues 2011

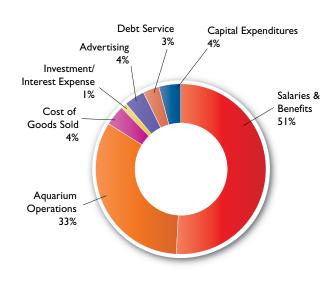




Expenses 2011



Expenses 2012



23

^{**}Total expenses does not include depreciation expense



The AQUA Society was established in 2011 to honor the Texas State Aquarium's most visionary donors. Individuals, businesses and organizations who have generously supported the Aquarium with cumulative gifts of \$25,000 or more are recognized in this distinguished group. The Texas State Aquarium is grateful to the AOUA Society members for their commitment to further the mission of connecting people with nature and inspiring conservation of the Gulf of Mexico.

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27

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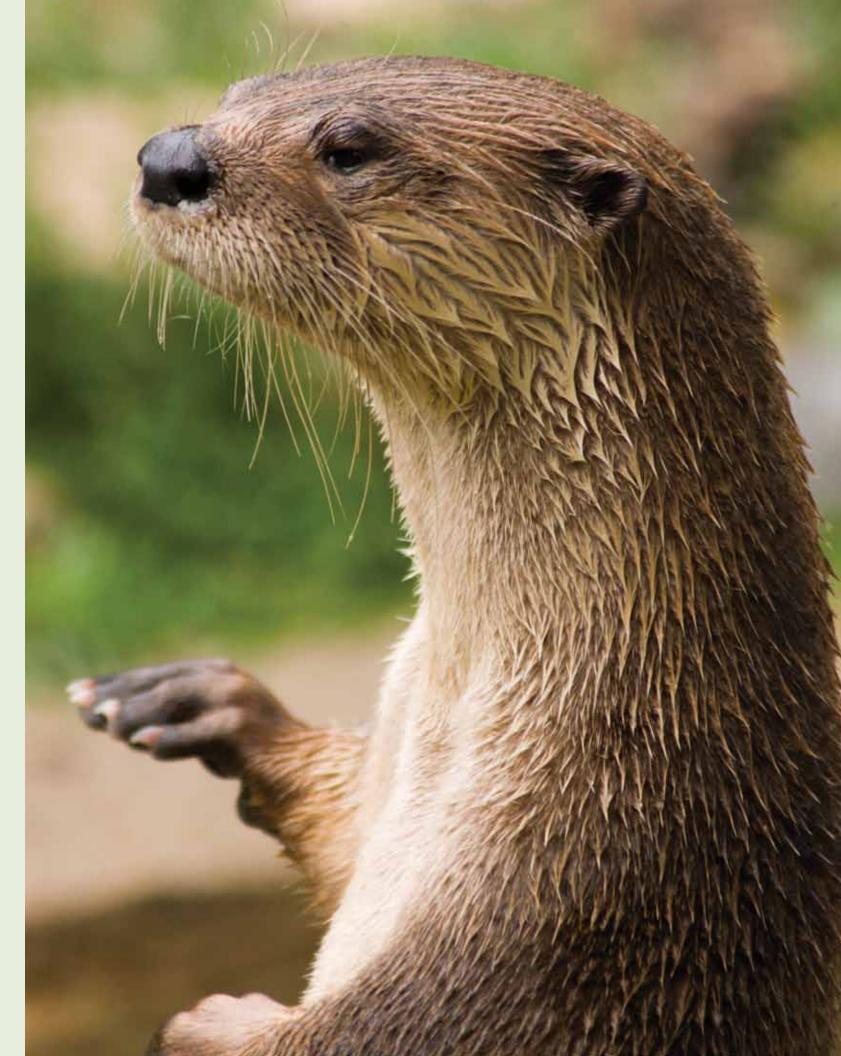
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