

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning and ending

| | | | |
|---|---|--|---|
| 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 | | D Employer identification number |
| | THE NATIONAL AQUARIUM SOCIETY | | 52-1243739 |
| | Doing Business As | | |
| | Number and street (or P.O. box if mail is not delivered to street address) Room/suite | E Telephone number | |
| 14TH & CONSTITUTION AVENUE, NW | | 410-576-1187 | |
| City or town, state or province, country, and ZIP or foreign postal code | | G Gross receipts \$ 1,603,108. | |
| WASHINGTON, DC 20230 | | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| F Name and address of principal officer: JOHN RACANELLI SAME AS C ABOVE | | H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| 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 | | If "No," attach a list. (see instructions) | |
| J Website: WWW.NATIONALAQUARIUM.COM | | 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: 1982 M State of legal domicile: MD | |

Part I Summary

| | | | |
|---|---|--|------------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: <u>TO INSPIRE CONSERVATION OF THE WORLD'S AQUATIC TREASURES.</u> | | |
| | 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) | 3 14 | |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 14 | |
| | 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 5 0 | |
| | 6 Total number of volunteers (estimate if necessary) | 6 74 | |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a 37,610. | |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b -35,172. | | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year 145,736. | Current Year 587,323. |
| | 9 Program service revenue (Part VIII, line 2g) | 1,685,572. | 645,052. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 52,399. | -1,806,662. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 43,131. | 37,610. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 1,926,838. | -536,677. |
| | Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0. |
| 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) | | 868,039. | 978,246. |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 58,500. | 0. |
| b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0. | | | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | | 707,469. | 650,220. |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 1,634,008. | 1,709,882. | |
| 19 Revenue less expenses. Subtract line 18 from line 12 | 292,830. | -2,246,559. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year 4,543,348. | End of Year 2,528,432. |
| | 21 Total liabilities (Part X, line 26) | 43,419. | 0. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 4,499,929. | 2,528,432. |

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 |
| | BRUCE HOFFBERGER, CHIEF FINANCIAL OFFICER | | |
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date |
| | JAMES P. SWEENEY | | |
| | Firm's name ▶ MCGLADREY LLP | Firm's EIN ▶ 42-0714325 | Check if self-employed <input type="checkbox"/> PTIN P01263012 |
| Firm's address ▶ 100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202 | | Phone no. (410) 246-9300 | |

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: TO INSPIRE CONSERVATION OF THE WORLD'S AQUATIC TREASURES.

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 [X] No

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 1,074,014. including grants of \$) (Revenue \$) BIOLOGICAL PROGRAMS:

THE NATIONAL AQUARIUM'S LIVING COLLECTION INCLUDES MORE THAN 2,500 ANIMALS FROM MORE THAN 250 SALT AND FRESHWATER SPECIES INCLUDING ENDANGERED SPECIES THAT ARE SHOWCASED IN RE-CREATED HABITATS. THE BIOLOGICAL PROGRAMS DEPARTMENT PROVIDES THE BEST POSSIBLE CARE FOR THE COLLECTION AND WORKS TO PROMOTE THE CONSERVATION OF WILD POPULATIONS AND THEIR HABITATS. IN ADDITION, BIOLOGICAL PROGRAMS STAFF PARTICIPATES IN SCIENTIFIC RESEARCH AND FIELD WORK TO SUPPORT SPECIES AND HABITAT CONSERVATION, WITH A STRONG EMPHASIS ON NEARBY AQUATIC RESOURCES, INCLUDING THE CHESAPEAKE BAY.

4b (Code:) (Expenses \$ 121,733. including grants of \$) (Revenue \$) CONSERVATION EDUCATION:

THE NATIONAL AQUARIUM'S EDUCATION PROGRAMS HELP STUDENTS AND TEACHERS GAIN LEADERSHIP SKILLS AND IMPROVE SCIENCE LEARNING, ESPECIALLY AT A TIME WHEN SCHOOL DISTRICTS ARE STRUGGLING TO PROVIDE HANDS-ON LEARNING ENVIRONMENTAL EDUCATION OPPORTUNITIES. EACH YEAR, MORE THAN 5,800 STUDENTS AND CHAPERONES VISIT, WITH APPROXIMATELY 2,700 COMING FROM THE DISTRICT, WHICH HAS MANY STRUGGLING SCHOOLS. THE NATIONAL AQUARIUMS FREE ADMISSION PROGRAM, AVAILABLE TO DC PUBLIC AND CHARTER SCHOOL CHILDREN, INTRODUCES UNDERSERVED STUDENTS TO ENVIRONMENTAL CONSERVATION AND MARINE SCIENCE. PROGRAMS FOR TEACHERS AND SCHOOL-AGED YOUTH INCLUDE CURRICULUM SUPPORT; TEACHER ORIENTATIONS, WORKSHOPS, AND OTHER

4c (Code:) (Expenses \$ 364,851. including grants of \$ 81,416.) (Revenue \$ 645,052.) VISITOR OPERATIONS:

ESTABLISHED IN 1873, THE NATIONAL AQUARIUM, WASHINGTON, DC, IS THE OLDEST NON-PROFIT AQUARIUM IN THE UNITED STATES. IN 2003, THE DC AQUARIUM AFFILIATED WITH THE NATIONAL AQUARIUM IN BALTIMORE AND TOGETHER, THE TWO AQUARIUMS WORK TO INSPIRE CONSERVATION OF THE WORLD'S AQUATIC TREASURES. EACH YEAR, THE AQUARIUM WELCOMES MORE THAN 169,000 VISITORS TO EXPERIENCE ITS 65 EXHIBITS HIGHLIGHTING THE AMAZING ANIMALS AND ENVIRONMENTS THAT CAN BE FOUND IN AMERICA'S NATIONAL MARINE SANCTUARIES, MARINE RESERVES, NATIONAL PARKS, AND OTHER AQUATIC TREASURES. AS NATURAL CLASSROOMS, CHERISHED RECREATIONAL SPOTS, AND VALUABLE COMMERCIAL INDUSTRIES, THESE AQUATIC PROTECTED AREAS REPRESENT

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

4e Total program service expenses 1,560,598.

Part IV Checklist of Required Schedules

| | | Yes | No |
|-----|--|-----|----|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | X | |
| 2 | Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? | | X |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | X |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | X | |
| 5 | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | X |
| 6 | Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> | | X |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | | X |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | | X |
| 9 | Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> | | X |
| 10 | Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | X | |
| 11 | If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> | | X |
| b | Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> | X | |
| c | Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> | | X |
| d | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> | X | |
| e | Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | | X |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> | | X |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> | X | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | X |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | X |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | X |
| 17 | Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> | | X |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | | X |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | X |
| 20a | Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | X |
| b | If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |

Part IV Checklist of Required Schedules (continued)

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O

Main table with columns for question number, description, sub-questions (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business income, foreign accounts, prohibited tax shelter transactions, and charitable contributions.

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

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

Section A. Governing Body and Management

| | | Yes | No |
|-----------|--|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| | | | |
| 1b | Enter the number of voting members included in line 1a, above, who are independent | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 | Did the organization have members or stockholders? | | X |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | | X |
| 7b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| 8a | The governing body? | X | |
| 8b | Each committee with authority to act on behalf of the governing body? | X | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **NONE**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **BRUCE HOFFBERGER - 410-576-3823**
111 MARKET PL., STE. 800, BALTIMORE, MD 21202

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

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

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

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

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

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) TAMIKA TREMAGLIO CHAIR | 10.00 1.00 | X | | X | | | | 0. | 0. | 0. |
| (2) ROBERT NEUMAN TREASURER | 2.00 1.00 | X | | X | | | | 0. | 0. | 0. |
| (3) CAROLE BALDWIN BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (4) JAMES BOWERS BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (5) JAMES CONNAUGHTON BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (6) JANE DROPPA BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (7) RANDALL GRIFFIN BOARD MEMBER | 1.00 2.00 | X | | | | | | 0. | 0. | 0. |
| (8) MARIANELA PERALTA BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (9) MARK ROVNER BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (10) NINA SELIN BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (11) JOHN SHULMAN BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (12) ELIZABETH WAGNER BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (13) OTTO WOLFF BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (14) DANIEL WUBAH BOARD MEMBER | 1.00 1.00 | X | | | | | | 0. | 0. | 0. |
| (15) JOHN C. RACANELLI CHIEF EXECUTIVE OFFICER | 3.00 57.00 | | | X | | | | 0. | 402,759. | 41,846. |
| (16) BRUCE S. HOFFBERGER CHIEF FINANCIAL OFFICER | 9.00 51.00 | | | X | | | | 0. | 265,759. | 22,589. |
| (17) PAULA S. SCHAEDLICH CHIEF OPERATING OFFICER (THRU 8/2013) | 8.00 52.00 | | | X | | | | 0. | 240,121. | 15,047. |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) DALE SCHMIDT CHIEF OPERATING OFFICER (BEG. 5/2013) | 12.00 48.00 | | | X | | | | 0. | 126,154. | 14,724. |
| (19) KATHLEEN A. SHER SENIOR VICE PRESIDENT EXTERNAL AFFAI | 3.00 57.00 | | | | X | | | 0. | 229,062. | 16,642. |
| (20) STEVEN SCHINDLER CHIEF MARKETING OFFICER | 6.00 54.00 | | | | X | | | 0. | 220,410. | 15,411. |
| (21) BRENT WHITAKER VICE PRESIDENT OF BIOLOGICAL PROGRAM | 11.00 44.00 | | | | | X | | 0. | 141,877. | 7,587. |
| (22) TIMOTHY PULA VICE PRESIDENT OF CAPITAL PLANNING A | 6.00 49.00 | | | | | X | | 0. | 137,451. | 5,574. |
| (23) SEAN P. DELANEY VICE PRESIDENT OF FINANCE | 3.00 52.00 | | | | | X | | 0. | 113,850. | 22,001. |
| (24) CANDACE OSUNSADE VICE PRESIDENT OF HUMAN RESOURCES | 5.00 45.00 | | | | | X | | 0. | 111,845. | 22,027. |
| (25) SCOTT PERICH VICE PRESIDENT OF EXHIBITS AND DESIG | 3.00 52.00 | | | | | X | | 0. | 110,076. | 4,596. |
| 1b Sub-total | | | | | | | | 0. | 2,099,364. | 188,044. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 0. | 2,099,364. | 188,044. |

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 **0**

| | 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 |
|----------------------------------|--------------------------------|---------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

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

| | | | (A) | (B) | (C) | (D) | |
|--|---|---|----------------------|------------------------------------|----------------------------|--|--|
| | | | Total revenue | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under sections 512 - 514 | |
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a | | | | | |
| | b Membership dues | 1b | | | | | |
| | c Fundraising events | 1c | | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e | | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 587,323. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | | | | | | |
| | h Total. Add lines 1a-1f | | 587,323. | | | | |
| | Program Service Revenue | 2 a AQUARIUM TOURS | Business Code | 713990 | 615,800. | 615,800. | |
| b EDUCATION PROGRAMS | | | 713990 | 14,760. | 14,760. | | |
| c GROUP SALES | | | 713990 | 11,795. | 11,795. | | |
| d AUXILLARY | | | 713990 | 2,697. | 2,697. | | |
| e | | | | | | | |
| f All other program service revenue | | | | | | | |
| g Total. Add lines 2a-2f | | | | 645,052. | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | | 49,654. | | 49,654. | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | | | | | |
| | 6 a Gross rents | (i) Real | | | | | |
| | | (ii) Personal | | | | | |
| | | b Less: rental expenses | | | | | |
| | | c Rental income or (loss) | | | | | |
| | d Net rental income or (loss) | | | | | | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | | | | | |
| | | (ii) Other | | | | | |
| | | b Less: cost or other basis and sales expenses | | 283,469. | 227,634. | 1,912,151. | |
| | | c Gain or (loss) | | 55,835. | -1,912,151. | | |
| | d Net gain or (loss) | | | -1,856,316. | | -1,856,316. | |
| | 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | | | |
| | | b Less: direct expenses | | | | | |
| c Net income or (loss) from fundraising events | | | | | | | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | | |
| | b Less: direct expenses | | | | | | |
| | c Net income or (loss) from gaming activities | | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | | |
| | b Less: cost of goods sold | | | | | | |
| | c Net income or (loss) from sales of inventory | | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a CATERED EVENTS | | 713990 | 29,500. | | 29,500. | | |
| | b COMMISSION | | 713990 | 8,110. | 8,110. | | |
| | c | | | | | | |
| | d All other revenue | | | | | | |
| | e Total. Add lines 11a-11d | | | 37,610. | | | |
| 12 Total revenue. See instructions. | | | -536,677. | 645,052. | 37,610. | -1,806,662. | |

Part IX Statement of Functional Expenses

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

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 | 81,416. | 81,416. | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | | | | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 792,034. | 735,596. | 56,438. | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 6,146. | 5,729. | 417. | |
| 9 Other employee benefits | 128,097. | 119,399. | 8,698. | |
| 10 Payroll taxes | 51,969. | 48,440. | 3,529. | |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | | | | |
| c Accounting | 7,000. | | 7,000. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 255,554. | 218,132. | 37,422. | |
| 12 Advertising and promotion | 83,812. | 83,812. | | |
| 13 Office expenses | 132,311. | 109,309. | 23,002. | |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | | | | |
| 17 Travel | 17,155. | 12,013. | 5,142. | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 65,228. | 65,228. | | |
| 23 Insurance | 5,000. | | 5,000. | |
| 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 SPECIAL EVENTS | 41,525. | 41,525. | | |
| b MISCELLANEOUS | 20,959. | 20,571. | 388. | |
| c SPECIMEN COLLECTING | 17,510. | 17,510. | | |
| d HOSPITALITY | 2,253. | 5. | 2,248. | |
| e All other expenses | 1,913. | 1,913. | | |
| 25 Total functional expenses. Add lines 1 through 24e | 1,709,882. | 1,560,598. | 149,284. | 0. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

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

Part X Balance Sheet

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

| | | (A) Beginning of year | | (B) End of year |
|---|--|--------------------------|------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 271,446. | 1 | 1,765. |
| | 2 Savings and temporary cash investments | | 2 | |
| | 3 Pledges and grants receivable, net | 84,138. | 3 | |
| | 4 Accounts receivable, net | | 4 | |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | | 9 | |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 0. | | |
| | b Less: accumulated depreciation | 10b | 2,048,705. | 10c |
| | 11 Investments - publicly traded securities | 242,308. | 11 | 901,473. |
| | 12 Investments - other securities. See Part IV, line 11 | 1,725,925. | 12 | 1,436,642. |
| | 13 Investments - program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | 170,826. | 15 | 188,552. |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 4,543,348. | 16 | 2,528,432. | |
| Liabilities | 17 Accounts payable and accrued expenses | 19,829. | 17 | |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | 23,590. | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | | 25 | |
| | 26 Total liabilities. Add lines 17 through 25 | 43,419. | 26 | 0. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 3,844,610. | 27 | 2,528,432. |
| | 28 Temporarily restricted net assets | 655,319. | 28 | 0. |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| 33 Total net assets or fund balances | 4,499,929. | 33 | 2,528,432. | |
| 34 Total liabilities and net assets/fund balances | 4,543,348. | 34 | 2,528,432. | |

Part XI Reconciliation of Net Assets

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

| | | | |
|----|--|----|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | -536,677. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 1,709,882. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | -2,246,559. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 4,499,929. |
| 5 | Net unrealized gains (losses) on investments | 5 | 275,062. |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 2,528,432. |

Part XII Financial Statements and Reporting

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

| | | Yes | No |
|----|---|-----|----|
| 1 | Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O. | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | X |
| 2b | Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | X | |
| 2c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | X | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | X |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | | | | | | |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | |
| 6 Public support. Subtract line 5 from line 4. | | | | | | |

Section B. Total Support

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

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|--------------------------|
| 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | % |
| 15 Public support percentage from 2012 Schedule A, Part II, line 14 | 15 | % |
| 16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | <input type="checkbox"/> |

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|------------|------------|------------|------------|------------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 515,032. | 547,805. | 1,087,595. | 145,736. | 587,323. | 2,883,491. |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | 1,108,848. | 1,405,724. | 1,557,102. | 1,685,572. | 645,052. | 6,402,298. |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | 1,623,880. | 1,953,529. | 2,644,697. | 1,831,308. | 1,232,375. | 9,285,789. |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | 89,325. | 132,583. | 240,928. | 175,233. | 6,500. | 644,569. |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | 0. |
| c Add lines 7a and 7b | 89,325. | 132,583. | 240,928. | 175,233. | 6,500. | 644,569. |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | 864,120. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|------------|------------|------------|------------|------------|------------|
| 9 Amounts from line 6 | 1,623,880. | 1,953,529. | 2,644,697. | 1,831,308. | 1,232,375. | 9,285,789. |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 64,081. | 75,418. | 46,248. | 55,014. | 49,654. | 290,415. |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | 64,081. | 75,418. | 46,248. | 55,014. | 49,654. | 290,415. |
| 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.) | 1,687,961. | 2,028,947. | 2,690,945. | 1,886,322. | 1,282,029. | 9,576,204. |

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

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---------|
| 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 | 90.24 % |
| 16 Public support percentage from 2012 Schedule A, Part III, line 15 | 16 | 90.32 % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|--------|
| 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) | 17 | 3.03 % |
| 18 Investment income percentage from 2012 Schedule A, Part III, line 17 | 18 | 3.13 % |

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

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

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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 THE NATIONAL AQUARIUM SOCIETY | Employer identification number 52-1243739 |
|--|---|

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

LHA

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) | 0. | 0. | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | 60,000. | 182,288. | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | 60,000. | 182,288. | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | 1,428,066. | 39,467,078. | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | 1,488,066. | 39,649,366. | | | | | | | | | | | | |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns. | 223,807. | 1,000,000. | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | 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. | | |
| 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) | 55,952. | 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 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) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) Total |
| 2a | Lobbying nontaxable amount | | 1,000,000. | 1,000,000. | 2,000,000. |
| b | Lobbying ceiling amount (150% of line 2a, column(e)) | | | | 3,000,000. |
| c | Total lobbying expenditures | | 123,768. | 182,288. | 306,056. |
| d | Grassroots nontaxable amount | | 250,000. | 250,000. | 500,000. |
| e | Grassroots ceiling amount (150% of line 2d, column (e)) | | | | 750,000. |
| 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)).

| For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity. | (a) | | (b) |
|--|-----|----|--------|
| | Yes | No | Amount |
| 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of: | | | |
| a Volunteers? | | | |
| b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? .. | | | |
| c Media advertisements? | | | |
| d Mailings to members, legislators, or the public? | | | |
| e Publications, or published or broadcast statements? | | | |
| f Grants to other organizations for lobbying purposes? | | | |
| g Direct contact with legislators, their staffs, government officials, or a legislative body? | | | |
| h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | | | |
| i Other activities? | | | |
| j Total. Add lines 1c through 1i | | | |
| 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | | | |
| b If "Yes," enter the amount of any tax incurred under section 4912 | | | |
| c If "Yes," enter the amount of any tax incurred by organization managers under section 4912 | | | |
| d 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).

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

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."

| | | |
|---|-----------|--|
| 1 Dues, assessments and similar amounts from members | 1 | |
| 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). | | |
| a Current year | 2a | |
| b Carryover from last year | 2b | |
| c Total | 2c | |
| 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues | 3 | |
| 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? | 4 | |
| 5 Taxable amount of lobbying and political expenditures (see instructions) | 5 | |

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

Part IV Supplemental Information (continued)

Schedule C

Affiliated Group Lobbying Expenditures
Part II -A

Name of Affiliated Group Member
NATIONAL AQUARIUM IN BALTIMORE, INC.

Employer ID Number
52-1121163

Affiliated Group Member Address
PIER 3 - 501 EAST PRATT STREET
BALTIMORE, MD 21202

Electing Member
YES

| Limits on Lobbying Expenditures: | | Line | | | | | | | | | | | | |
|--|------------------------------------|------------------------------------|--------------------|------------------------------|------------------------|-------------------------|--------------------------|---------------------------|---------------------------|--------------------------|-------------------|-------------|------------|---|
| Total lobbying expenditures to influence public opinion (grassroots lobbying) | 0. | 1a | | | | | | | | | | | | |
| Total lobbying expenditures to influence a legislative body (direct lobbying) | 122,288. | b | | | | | | | | | | | | |
| Total lobbying expenditures (add lines 1a and 1b) | 122,288. | c | | | | | | | | | | | | |
| Other exempt purpose expenditures | 37,841,476. | d | | | | | | | | | | | | |
| Total exempt purpose expenditures (add lines 1c and 1d) | 37,963,764. | e | | | | | | | | | | | | |
| Lobbying nontaxable amount. | | | | | | | | | | | | | | |
| Enter the amount from the following table: | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line e is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>> 500,000 <= 1,000,000</td> <td>100,000 + 15% > 500,000</td> </tr> <tr> <td>> 1,000,000 <= 1,500,000</td> <td>175,000 + 10% > 1,000,000</td> </tr> <tr> <td>> 1,500,000 <= 17,000,000</td> <td>225,000 + 5% > 1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table> | If the amount on line e is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e | > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | Over \$17,000,000 | \$1,000,000 | 1,000,000. | f |
| If the amount on line e is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e | | | | | | | | | | | | | |
| > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | | | | | | | | | | | | | |
| > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | | | | | | | | | | | | | |
| > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000 | | | | | | | | | | | | | |
| Grassroots nontaxable amount (enter 25% of line 1f) | 250,000. | g | | | | | | | | | | | | |
| Subtract line 1g from line 1a (limit to zero) | 0. | h | | | | | | | | | | | | |
| Subtract line 1f from line 1c (limit to zero) | 0. | i | | | | | | | | | | | | |
| Member's share of excess lobbying expenditures | 0. | | | | | | | | | | | | | |

Part IV Supplemental Information (continued)

Schedule C

Affiliated Group Lobbying Expenditures
Part II -A

Name of Affiliated Group Member
THE NATIONAL AQUARIUM SOCIETY

Employer ID Number
52-1243739

Affiliated Group Member Address
14TH & CONSTITUTION AVENUE, NW
WASHINGTON, DC 20230

Electing Member
YES

| Limits on Lobbying Expenditures: | | Line | | | | | | | | | | | | |
|--|------------------------------------|------------------------------------|--------------------|------------------------------|------------------------|-------------------------|--------------------------|---------------------------|---------------------------|--------------------------|-------------------|-------------|----------|---|
| Total lobbying expenditures to influence public opinion (grassroots lobbying) | 0. | 1a | | | | | | | | | | | | |
| Total lobbying expenditures to influence a legislative body (direct lobbying) | 60,000. | b | | | | | | | | | | | | |
| Total lobbying expenditures (add lines 1a and 1b) | 60,000. | c | | | | | | | | | | | | |
| Other exempt purpose expenditures | 1,428,066. | d | | | | | | | | | | | | |
| Total exempt purpose expenditures (add lines 1c and 1d) | 1,488,066. | e | | | | | | | | | | | | |
| Lobbying nontaxable amount. | | | | | | | | | | | | | | |
| Enter the amount from the following table: | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line e is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>> 500,000 <= 1,000,000</td> <td>100,000 + 15% > 500,000</td> </tr> <tr> <td>> 1,000,000 <= 1,500,000</td> <td>175,000 + 10% > 1,000,000</td> </tr> <tr> <td>> 1,500,000 <= 17,000,000</td> <td>225,000 + 5% > 1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table> | If the amount on line e is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e | > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | Over \$17,000,000 | \$1,000,000 | 223,807. | f |
| If the amount on line e is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e | | | | | | | | | | | | | |
| > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | | | | | | | | | | | | | |
| > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | | | | | | | | | | | | | |
| > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000 | | | | | | | | | | | | | |
| Grassroots nontaxable amount (enter 25% of line 1f) | 55,952. | g | | | | | | | | | | | | |
| Subtract line 1g from line 1a (limit to zero) | 0. | h | | | | | | | | | | | | |
| Subtract line 1f from line 1c (limit to zero) | 0. | i | | | | | | | | | | | | |
| Member's share of excess lobbying expenditures | 0. | | | | | | | | | | | | | |

Part IV Supplemental Information (continued)

Schedule C

Affiliated Group Lobbying Expenditures
Part II -A

Name of Affiliated Group Member
CENTER FOR AQUATIC LIFE AND CONSERVATION, INC.

Employer ID Number
20-2158507

Affiliated Group Member Address
PIER 3 - 501 EAST PRATT STREET
BALTIMORE, MD 21202

Electing Member
NO

| Limits on Lobbying Expenditures: | | Line | | | | | | | | | | | | |
|--|------------------------------------|------------------------------------|--------------------|------------------------------|------------------------|-------------------------|--------------------------|---------------------------|---------------------------|--------------------------|-------------------|-------------|--------|---|
| Total lobbying expenditures to influence public opinion (grassroots lobbying) | 0. | 1a | | | | | | | | | | | | |
| Total lobbying expenditures to influence a legislative body (direct lobbying) | 0. | b | | | | | | | | | | | | |
| Total lobbying expenditures (add lines 1a and 1b) | 0. | c | | | | | | | | | | | | |
| Other exempt purpose expenditures | 9,803. | d | | | | | | | | | | | | |
| Total exempt purpose expenditures (add lines 1c and 1d) | 9,803. | e | | | | | | | | | | | | |
| Lobbying nontaxable amount. | | | | | | | | | | | | | | |
| Enter the amount from the following table: | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line e is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>> 500,000 <= 1,000,000</td> <td>100,000 + 15% > 500,000</td> </tr> <tr> <td>> 1,000,000 <= 1,500,000</td> <td>175,000 + 10% > 1,000,000</td> </tr> <tr> <td>> 1,500,000 <= 17,000,000</td> <td>225,000 + 5% > 1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table> | If the amount on line e is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e | > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | Over \$17,000,000 | \$1,000,000 | 1,961. | f |
| If the amount on line e is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e | | | | | | | | | | | | | |
| > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | | | | | | | | | | | | | |
| > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | | | | | | | | | | | | | |
| > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000 | | | | | | | | | | | | | |
| Grassroots nontaxable amount (enter 25% of line 1f) | 490. | g | | | | | | | | | | | | |
| Subtract line 1g from line 1a (limit to zero) | 0. | h | | | | | | | | | | | | |
| Subtract line 1f from line 1c (limit to zero) | 0. | i | | | | | | | | | | | | |
| Member's share of excess lobbying expenditures | 0. | | | | | | | | | | | | | |

Part IV Supplemental Information (continued)

Schedule C

Affiliated Group Lobbying Expenditures
Part II -A

Name of Affiliated Group Member
NATIONAL AQUARIUM INSTITUTE, INC.

Employer ID Number
20-2671673

Affiliated Group Member Address
PIER 3 - 501 EAST PRATT STREET
BALTIMORE, MD 21202

Electing Member
NO

| Limits on Lobbying Expenditures: | | Line | | | | | | | | | | | | |
|--|------------------------------------|------------------------------------|--------------------|------------------------------|------------------------|-------------------------|--------------------------|---------------------------|---------------------------|--------------------------|-------------------|-------------|----|---|
| Total lobbying expenditures to influence public opinion (grassroots lobbying) | 0. | 1a | | | | | | | | | | | | |
| Total lobbying expenditures to influence a legislative body (direct lobbying) | 0. | b | | | | | | | | | | | | |
| Total lobbying expenditures (add lines 1a and 1b) | 0. | c | | | | | | | | | | | | |
| Other exempt purpose expenditures | 0. | d | | | | | | | | | | | | |
| Total exempt purpose expenditures (add lines 1c and 1d) | 0. | e | | | | | | | | | | | | |
| Lobbying nontaxable amount. | | | | | | | | | | | | | | |
| Enter the amount from the following table: | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line e is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>> 500,000 <= 1,000,000</td> <td>100,000 + 15% > 500,000</td> </tr> <tr> <td>> 1,000,000 <= 1,500,000</td> <td>175,000 + 10% > 1,000,000</td> </tr> <tr> <td>> 1,500,000 <= 17,000,000</td> <td>225,000 + 5% > 1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table> | If the amount on line e is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e | > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | Over \$17,000,000 | \$1,000,000 | 0. | f |
| If the amount on line e is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e | | | | | | | | | | | | | |
| > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | | | | | | | | | | | | | |
| > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | | | | | | | | | | | | | |
| > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000 | | | | | | | | | | | | | |
| Grassroots nontaxable amount (enter 25% of line 1f) | 0. | g | | | | | | | | | | | | |
| Subtract line 1g from line 1a (limit to zero) | 0. | h | | | | | | | | | | | | |
| Subtract line 1f from line 1c (limit to zero) | 0. | i | | | | | | | | | | | | |
| Member's share of excess lobbying expenditures | 0. | | | | | | | | | | | | | |

Part IV Supplemental Information (continued)

Schedule C

Affiliated Group Lobbying Expenditures
Part II -A

Name of Affiliated Group Member
NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC.

Employer ID Number
52-1301162

Affiliated Group Member Address
111 MARKET PLACE, STE. 800
BALTIMORE, MD 21202

Electing Member
NO

| Limits on Lobbying Expenditures: | | Line | | | | | | | | | | | | |
|--|------------------------------------|------------------------------------|--------------------|------------------------------|------------------------|-------------------------|--------------------------|---------------------------|---------------------------|--------------------------|-------------------|-------------|---------|---|
| Total lobbying expenditures to influence public opinion (grassroots lobbying) | 0. | 1a | | | | | | | | | | | | |
| Total lobbying expenditures to influence a legislative body (direct lobbying) | 0. | b | | | | | | | | | | | | |
| Total lobbying expenditures (add lines 1a and 1b) | 0. | c | | | | | | | | | | | | |
| Other exempt purpose expenditures | 187,733. | d | | | | | | | | | | | | |
| Total exempt purpose expenditures (add lines 1c and 1d) | 187,733. | e | | | | | | | | | | | | |
| Lobbying nontaxable amount. | | | | | | | | | | | | | | |
| Enter the amount from the following table: | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line e is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>> 500,000 <= 1,000,000</td> <td>100,000 + 15% > 500,000</td> </tr> <tr> <td>> 1,000,000 <= 1,500,000</td> <td>175,000 + 10% > 1,000,000</td> </tr> <tr> <td>> 1,500,000 <= 17,000,000</td> <td>225,000 + 5% > 1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table> | If the amount on line e is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e | > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | Over \$17,000,000 | \$1,000,000 | 37,547. | f |
| If the amount on line e is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e | | | | | | | | | | | | | |
| > 500,000 <= 1,000,000 | 100,000 + 15% > 500,000 | | | | | | | | | | | | | |
| > 1,000,000 <= 1,500,000 | 175,000 + 10% > 1,000,000 | | | | | | | | | | | | | |
| > 1,500,000 <= 17,000,000 | 225,000 + 5% > 1,500,000 | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000 | | | | | | | | | | | | | |
| Grassroots nontaxable amount (enter 25% of line 1f) | 9,387. | g | | | | | | | | | | | | |
| Subtract line 1g from line 1a (limit to zero) | 0. | h | | | | | | | | | | | | |
| Subtract line 1f from line 1c (limit to zero) | 0. | i | | | | | | | | | | | | |
| Member's share of excess lobbying expenditures | 0. | | | | | | | | | | | | | |

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

THE NATIONAL AQUARIUM SOCIETY

Employer identification number

52-1243739

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|---|-------------------------|--|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |
| 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

| | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 3,077,279. | 2,319,878. | 1,984,520. | 1,745,806. | 1,324,818. |
| b Contributions | | 475,000. | 500,000. | | |
| c Net investment earnings, gains, and losses | 593,978. | 349,795. | -100,575. | 309,039. | 505,346. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 70,609. | 67,394. | 64,067. | 70,325. | 84,358. |
| f Administrative expenses | | | | | |
| g End of year balance | 3,600,648. | 3,077,279. | 2,319,878. | 1,984,520. | 1,745,806. |

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

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 49.30 %
- c Temporarily restricted endowment 50.70 %

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 | X | |

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

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

Part VI Land, Buildings, and Equipment.

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

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | | | |

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 0.

Part VII Investments - Other Securities.

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

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|-------------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) TOTAL BOND MKT INDEX ADM | | |
| (B) (VBTLX) | 241,168. | END-OF-YEAR MARKET VALUE |
| (C) TOTAL INTL STOCK LX | | |
| (D) ADMIRAL (VTIAX) | 371,441. | END-OF-YEAR MARKET VALUE |
| (E) TOTAL STOCK MKT IDX ADM | | |
| (F) (VTSAX) | 673,507. | END-OF-YEAR MARKET VALUE |
| (G) INTER-TERM INVEST-GR ADM | | |
| (H) (VFIDX) | 150,526. | END-OF-YEAR MARKET VALUE |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) | 1,436,642. | |

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

| (a) Description | (b) Book value |
|---|-----------------|
| (1) DUE FROM AFFILIATE | 188,552. |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) | 188,552. |

Part X Other Liabilities.

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

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

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

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

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

| | | | | |
|---|---|----|-------------|-------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 51,543,576. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains on investments | 2a | | |
| b | Donated services and use of facilities | 2b | | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 51,624,992. | |
| e | Add lines 2a through 2d | 2e | | 51,624,992. |
| 3 | Subtract line 2e from line 1 | 3 | | -81,416. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | -455,261. | |
| c | Add lines 4a and 4b | 4c | | -455,261. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5 | | -536,677. |

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

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

| | | | | |
|---|--|----|-------------|-------------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 44,380,200. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | |
| a | Donated services and use of facilities | 2a | | |
| b | Prior year adjustments | 2b | | |
| c | Other losses | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 44,380,200. | |
| e | Add lines 2a through 2d | 2e | | 44,380,200. |
| 3 | Subtract line 2e from line 1 | 3 | | 0. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | 1,709,882. | |
| c | Add lines 4a and 4b | 4c | | 1,709,882. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5 | | 1,709,882. |

Part XIII Supplemental Information.

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

PART V, LINE 4:

THE ENDOWMENT FUNDS ARE HELD BY THE NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC., A RELATED 501(C)(3) ORGANIZATION. THE FOUNDATION'S OBJECTIVE IS TO EARN A RESPECTABLE LONG-TERM, RISK ADJUSTED TOTAL RATE OF RETURN TO SUPPORT THE DESIGNATED PROGRAMS. THE FOUNDATION RECOGNIZES AND ACCEPTS THAT PURSUING A RESPECTABLE RATE OF RETURN INVOLVES RISK AND POTENTIAL VOLATILITY. THE GENERATION OF CURRENT INCOME WILL BE A SECONDARY CONSIDERATION.

PART X, LINE 2:

THE NATIONAL AQUARIUM SOCIETY HAS ADOPTED THE ACCOUNTING STANDARD ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, WHICH ADDRESSES

Part XIII Supplemental Information (continued)

THE DETERMINATION OF WHETHER TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN SHOULD BE RECORDED IN THE CONSOLIDATED FINANCIAL STATEMENTS. UNDER THIS POLICY, THE NATIONAL AQUARIUM SOCIETY MAY RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITION WOULD BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION. MANAGEMENT HAS EVALUATED THE NATIONAL AQUARIUM SOCIETY'S TAX POSITIONS AND HAS CONCLUDED THAT THE NATIONAL AQUARIUM SOCIETY HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH PROVISIONS OF THIS GUIDANCE.

THE NATIONAL AQUARIUM SOCIETY IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2010.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

| | |
|--|-------------|
| INCOME OF THE NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC. | 4,483,056. |
| INCOME OF THE CENTER FOR AQUATIC LIFE AND CONSERVATION, INC. | 45,000. |
| INCOME OF THE NATIONAL AQUARIUM IN BALTIMORE, INC. | 47,096,936. |
| TOTAL TO SCHEDULE D, PART XI, LINE 2D | 51,624,992. |

PART XI, LINE 4B - OTHER ADJUSTMENTS:

| | |
|---|-----------|
| INCOME ELIMINATED ON THE CONSOLIDATED FINANCIAL STATEMENTS | 81,416. |
| GRANT FUNDS RETURNED | |
| RECLASSIFICATION OF REVENUE FROM LOSS FROM DISCONTINUED OPERATIONS | -536,677. |

Part XIII Supplemental Information (continued)

TOTAL TO SCHEDULE D, PART XI, LINE 4B -455,261.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES OF THE NATIONAL AQUARIUM IN BALTIMORE FOUNDATION,
INC. 187,733.

EXPENSES OF THE CENTER FOR AQUATIC LIFE AND CONSERVATION,
INC. 9,803.

EXPENSES OF THE NATIONAL AQUARIUM IN BALTIMORE, INC. 44,182,664.

TOTAL TO SCHEDULE D, PART XII, LINE 2D 44,380,200.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

RECLASSIFICATION OF EXPENSES FROM LOSS FROM DISCONTINUED
OPERATIONS 1,709,882.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No. 1545-0047

2013

**Open to Public
Inspection**

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

Name of the organization

THE NATIONAL AQUARIUM SOCIETY

Employer identification number
52-1243739

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|----------------|--------------------------------------|---------------------------------|--|--|---|---|
| NATIONAL AQUARIUM IN BALTIMORE, INC. - PIER 3 - 501 EAST PRATT STREET - BALTIMORE, MD 21202 | 52-1121163 | 501(C)(3) | 0. | 81,416. | BOOK | FIXED ASSETS | GENERAL SUPPORT |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

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

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

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

Schedule I (Form 990) (2013)

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

PART I, LINE 2:

EACH ENDOWMENT HAS A % LIMIT THAT IS CALCULATED AGAINST THE
 ENDING FMV OF THE ENDOWMENT OVER THE LAST 3 YEARS. THIS IS THE MAXIMUM
 ALLOWED USAGE FOR THE PROGRAM PURPOSE. THE CONTROLLER PROVIDES THE ALLOWED
 FUNDS AVAILABLE FOR USE EACH YEAR AND MONITORS THE FUNDS ACTIVITY
 MONTHLY.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

THE NATIONAL AQUARIUM SOCIETY

Employer identification number

52-1243739

Part I Questions Regarding Compensation

| | Yes | No |
|--|-----------|----|
| 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. | | |
| <input type="checkbox"/> First-class or charter travel | | |
| <input type="checkbox"/> Travel for companions | | |
| <input type="checkbox"/> Tax indemnification and gross-up payments | | |
| <input type="checkbox"/> Discretionary spending account | | |
| <input type="checkbox"/> Housing allowance or residence for personal use | | |
| <input type="checkbox"/> Payments for business use of personal residence | | |
| <input type="checkbox"/> Health or social club dues or initiation fees | | |
| <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) | | |
| b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain | 1b | |
| 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a? | 2 | |
| 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. | | |
| <input type="checkbox"/> Compensation committee | | |
| <input type="checkbox"/> Independent compensation consultant | | |
| <input type="checkbox"/> Form 990 of other organizations | | |
| <input type="checkbox"/> Written employment contract | | |
| <input type="checkbox"/> Compensation survey or study | | |
| <input type="checkbox"/> Approval by the board or compensation committee | | |
| 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: | | |
| a Receive a severance payment or change-of-control payment? | 4a | X |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | X |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | X |
| If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. | | |
| Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9. | | |
| 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: | | |
| a The organization? | 5a | X |
| b Any related organization? | 5b | X |
| If "Yes" to line 5a or 5b, describe in Part III. | | |
| 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: | | |
| a The organization? | 6a | X |
| b Any related organization? | 6b | X |
| If "Yes" to line 6a or 6b, describe in Part III. | | |
| 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III | 7 | X |
| 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III | 8 | X |
| 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? | 9 | |

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

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

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

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) JOHN C. RACANELLI CHIEF EXECUTIVE OFFICER | (i) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (ii) | 316,045. | 80,000. | 6,714. | 6,032. | 35,814. | 444,605. | 0. |
| (2) BRUCE S. HOFFBERGER CHIEF FINANCIAL OFFICER | (i) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (ii) | 172,972. | 90,930. | 1,857. | 3,063. | 19,526. | 288,348. | 0. |
| (3) PAULA S. SCHAEDLICH CHIEF OPERATING OFFICER (THRU 8/2013) | (i) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (ii) | 121,840. | 47,908. | 70,373. | 2,027. | 13,020. | 255,168. | 0. |
| (4) KATHLEEN A. SHER SENIOR VICE PRESIDENT EXTERNAL AFFAI | (i) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (ii) | 176,643. | 51,454. | 965. | 2,949. | 13,693. | 245,704. | 0. |
| (5) STEVEN SCHINDLER CHIEF MARKETING OFFICER | (i) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (ii) | 174,710. | 45,366. | 334. | 1,930. | 13,481. | 235,821. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
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Part III Supplemental Information

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

PART I, LINE 4A:

MS. SCHAEDLICH RECEIVED A SEVERANCE PACKAGE FROM THE NATIONAL AQUARIUM IN BALTIMORE, INC. (A RELATED ORGANIZATION) THAT WAS WITHIN THE TERMS AND CONDITIONS OF THE AGREEMENT. THE SEVERANCE WAS BASED ON LENGTH OF SERVICE AND RESPONSIBILITIES. ADDITIONAL TERMS AND CONDITIONS OF THE CONFIDENTIAL SEVERANCE AGREEMENT WILL BE PROVIDED TO THE IRS UPON REQUEST. AMOUNTS PAID DURING THE CURRENT PERIOD ARE PROPERLY REFLECTED ON THE EMPLOYEES W-2 AND DISCLOSED IN COLUMN B(III) ON SCHEDULE J, PART II.

SCHEDULE J, PART I, LINE 3

THE NATIONAL AQUARIUM IN BALTIMORE, INC. (NAIB), A RELATED ORGANIZATION, ESTABLISHES THE COMPENSATION FOR THE ORGANIZATION'S CHIEF EXECUTIVE OFFICER. NAIB USES A COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, FORM 990 OF OTHER ORGANIZATIONS, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

THE NATIONAL AQUARIUM SOCIETY

Employer identification number

52-1243739

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

EXPLANATION: IN MAY, 2013, THE BOARD OF DIRECTORS OF THE NATIONAL AQUARIUM, WASHINGTON, DC (NADC) ANNOUNCED THAT, DUE TO RENOVATIONS IN THE DEPARTMENT OF COMMERCE BUILDING, THE FACILITY WOULD BE CLOSED ON SEPTEMBER 30, 2013. THE GENERAL SERVICES ADMINISTRATION (GSA) REQUIRED NADC TO VACATE ITS SPACE IN THE BUILDING BY MARCH 2014 TO ACCOMMODATE THESE RENOVATIONS. THEREFORE, THE NATIONAL AQUARIUM SOCIETY DISCONTINUED ITS FINANCIAL ACTIVITIES DURING 2013 AND TRANSFERRED A MAJORITY OF ITS NET ASSETS TO THE NATIONAL AQUARIUM IN BALTIMORE, INC. THE REMAINING NET ASSETS WILL BE TRANSFERRED IN 2014 TO THE NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC. HOWEVER, AS A RESULT OF THE MOVE FROM THIS LOCATION, THE NATIONAL AQUARIUM SOCIETY INCURRED A LOSS ON DISPOSAL OF ASSETS THAT COULD NOT BE SAVED, THIS LOSS IS PROPERLY REFLECTED IN PART VIII, FORM 990, LINE 7 IN THE AMOUNT OF \$1,912,151.

THE SEPTEMBER CLOSING DATE ALLOWED NADC TO MEET GSA'S MARCH DEADLINE USING A TIMELINE THAT ACCOMMODATED ITS MAIN PRIORITY: THE NEEDS OF ITS ANIMALS AND STAFF. THE COLLECTION OF MORE THAN 1,500 ANIMALS HAS BEEN TRANSITIONED TO NEW HOMES AT NATIONAL AQUARIUM, BALTIMORE, AND AT OTHER ACCREDITED AQUARIUMS. A BOARD TASK FORCE HAS EMBARKED ON A FEASIBILITY STUDY TO EXPLORE FUTURE OPPORTUNITIES IN THE NATION'S CAPITAL. THE CLOSURE WILL NOT IMPACT THE OPERATION OF NATIONAL AQUARIUM, BALTIMORE, ONE OF THE NATION'S LEADING AQUARIUMS. FOR THE LATEST UPDATES ON NADC, INCLUDING ANIMAL MOVES, THE CLOSING PROCESS, AND FUTURE PLANS IN THE CAPITAL, PLEASE VISIT WWW.AQUA.ORG/DC.

| | |
|---|--|
| Name of the organization THE NATIONAL AQUARIUM SOCIETY | Employer identification number 52-1243739 |
|---|--|

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

TRAININGS; AND GRADE-APPROPRIATE CLASSROOM PROGRAMS THAT MEET NATIONAL AND STATE CURRICULUM STANDARDS.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

THE EMOTIONAL AND ECONOMIC TIES OF OUR COUNTRY TO THE WATER.

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

PRIOR TO THE FILING OF THE FORM 990, THE FINANCE AND AUDIT COMMITTEE WILL REVIEW THE FORM AND THEN A COPY OF THE FORM WILL BE PROVIDED ELECTRONICALLY TO ALL BOARD MEMBERS.

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

AS STATED IN THE ORGANIZATION'S CONFLICT OF INTEREST POLICY, ANNUALLY EACH BOARD MEMBER AND KEY EMPLOYEE IS REQUESTED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE AND INDICATE ANY POTENTIAL CONFLICTS. A SUMMARY OF THE DISCLOSURES IS REVIEWED BY THE FINANCE AND AUDIT COMMITTEE OF THE BOARD AND ANY AND ALL APPROPRIATE ACTIONS ARE THEN TAKEN IN ACCORDANCE WITH THE POLICY. ADDITIONALLY THE SUMMARY OF DISCLOSURES IS DISTRIBUTED TO KEY EMPLOYEES TO ENHANCE THEIR AWARENESS WHEN CONTEMPLATING AND/OR ENTERING INTO BUSINESS TRANSACTIONS.

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

THE NATIONAL AQUARIUM SOCIETY (NAS) HAS ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES AVAILABLE TO THE PUBLIC UPON REQUEST. FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST, ON THE WEBSITE, AND ARE INCLUDED WITH PUBLICATIONS ASSOCIATED WITH THE NATIONAL AQUARIUM

Name of the organization

THE NATIONAL AQUARIUM SOCIETY

Employer identification number
52-1243739

INSTITUTE, INC.'S ANNUAL REPORT. THEY ARE ALSO AVAILABLE THROUGH
NOT-FOR-PROFIT INTERNET PORTALS SUCH AS GUIDESTAR AND CHARITY NAVIGATOR.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

THE NATIONAL AQUARIUM SOCIETY

Employer identification number

52-1243739

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

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|--|-------------------------|---|---------------------|---------------------------|-------------------------------------|
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Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|--|---|---|-------------------------------|---|--------------------------------------|--|----|
| | | | | | | Yes | No |
| NATIONAL AQUARIUM IN BALTIMORE, INC. - 52-1121163, PIER 3 - 501 EAST PRATT STREET, BALTIMORE, MD 21202 | MARINE WILDLIFE AND AQUATIC ANIMAL EDUCATION | MARYLAND | 501(C)(3) | LINE 9 | NATIONAL AQUARIUM INSTITUTE, INC. | | X |
| NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC - 52-1301162, 111 MARKET PLACE, BALTIMORE, MD 21202 | SUPPORTING ORGANIZATION | MARYLAND | 501(C)(3) | LINE 11B, II | NATIONAL AQUARIUM INSTITUTE, INC. | | X |
| CENTER FOR AQUATIC LIFE AND CONSERVATION, INC. - 20-2158507, PIER 3 - 501 EAST PRATT STREET, BALTIMORE, MD 21202 | EDUCATION ON AQUATIC LIFE AND CONSERVATION | MARYLAND | 501(C)(3) | LINE 7 | NATIONAL AQUARIUM INSTITUTE, INC. | | X |
| NATIONAL AQUARIUM INSTITUTE, INC. - 20-2671673, PIER 3 - 501 EAST PRATT STREET, BALTIMORE, MD 21202 | SUPPORTING ORGANIZATION | MARYLAND | 501(C)(3) | LINE 11B, II | N/A | | X |

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

Schedule R (Form 990) 2013

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|---|-------------------------------------|---|---------------------------------|--|---|----|---|---|----|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|--|-------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
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Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

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

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

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

| (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|--|-------------------------------|------------------------|--|
| (1) NATIONAL AQUARIUM IN BALTIMORE, INC. | R | 81,416. | BOOK VALUE |
| (2) | | | |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) | | | |

