

Form **990**

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

**2011**

Department of the Treasury  
Internal Revenue Service

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

**Open to Public Inspection**

**A For the 2011 calendar year, or tax year beginning and ending**

<b>B</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	<b>C Name of organization</b> NATIONAL AQUARIUM IN BALTIMORE, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite PIER 3 - 501 EAST PRATT STREET City or town, state or country, and ZIP + 4 BALTIMORE, MD 21202 <b>F Name and address of principal officer:</b> JOHN C. RACANELLI SAME AS C ABOVE	<b>D Employer identification number</b> 52-1121163  <b>E Telephone number</b> (410) 576-3800  <b>G Gross receipts \$</b> 40,984,501.  <b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c) Group exemption number</b> ▶
<b>I Tax-exempt status:</b> <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		
<b>J Website:</b> ▶ WWW.AQUA.ORG		
<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L Year of formation:</b> 1976 <b>M State of legal domicile:</b> MD

**Part I Summary**

	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.		
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	22
	4 Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	20
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	<b>5</b>	576
	6 Total number of volunteers (estimate if necessary)	<b>6</b>	1187
	7a Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	3,045,235.
	b Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	-1,068,573.
	Revenue	8 Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>
9 Program service revenue (Part VIII, line 2g)		9,122,650.	10,800,012.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		27,572,026.	27,834,611.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		163.	161.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		3,149,885.	2,349,717.
		39,844,724.	40,984,501.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	118,365.	112,998.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	16,096,671.	15,392,065.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	180,000.	2,255.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	1,124,571.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	23,275,461.	22,818,565.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	39,670,497.	38,325,883.	
19 Revenue less expenses. Subtract line 18 from line 12	174,227.	2,658,618.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
	21 Total liabilities (Part X, line 26)	101,236,531.	103,332,181.
	22 Net assets or fund balances. Subtract line 21 from line 20	35,505,407.	34,942,439.
		65,731,124.	68,389,742.

**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.

<b>Sign Here</b>	Signature of officer BRUCE S. HOFFBERGER, CFO Type or print name and title	Date			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name JULIA FLANNERY	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00928918
	Firm's name ▶ MCGLADREY LLP	Firm's EIN ▶ 42-0714325			
	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 to any question 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? [ ] Yes [X] No

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

4a (Code: ) (Expenses \$ 7,537,595. including grants of \$ ) (Revenue \$ ) BIOLOGICAL PROGRAMS

THE NATIONAL AQUARIUM'S LIVING COLLECTION INCLUDES MORE THAN 16,000 ANIMALS FROM MORE THAN 600 SPECIES OF FISH, BIRDS, AMPHIBIANS, REPTILES, AND MARINE MAMMALS THAT LIVE IN AWARD-WINNING, RE-CREATED HABITATS. THE BIOLOGICAL PROGRAMS DEPARTMENT PROVIDES THE BEST POSSIBLE CARE FOR ALL ANIMALS IN THE COLLECTION AND WORKS TO PROMOTE THE CONSERVATION OF WILD POPULATIONS AND THEIR HABITATS. IN ADDITION, BIOLOGICAL PROGRAMS STAFF CONDUCTS SCIENTIFIC RESEARCH AND FIELD WORK TO SUPPORT SPECIES AND HABITAT CONSERVATION, WITH A STRONG EMPHASIS ON THE CHESAPEAKE BAY.

4b (Code: ) (Expenses \$ 4,128,040. including grants of \$ 112,998.) (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 113,000 STUDENTS AND CHAPERONES VISIT, WITH APPROXIMATELY 12,000 COMING FROM BALTIMORE CITY, WHICH HAS MANY STRUGGLING SCHOOLS. THE NATIONAL AQUARIUM'S FREE ADMISSION PROGRAM, AVAILABLE TO MARYLAND SCHOOLS, INTRODUCES STUDENTS TO ENVIRONMENTAL CONSERVATION AND MARINE SCIENCE. PROGRAMS FOR TEACHERS AND SCHOOL-AGED YOUTH INCLUDE CURRICULUM SUPPORT; TEACHER ORIENTATIONS, WORKSHOPS, AND OTHER TRAININGS; SCHOOL GROUP

4c (Code: ) (Expenses \$ 22,520,752. including grants of \$ ) (Revenue \$ 27,084,094.) VISITOR OPERATIONS

AS AN INSTITUTION ACCREDITED BY THE ASSOCIATION OF ZOOS AND AQUARIUMS (AZA), THE NATIONAL AQUARIUM IS A LEADER IN ITS FIELD AND EMBRACES THE HIGHEST QUALITY FACILITIES, PROGRAMS, AND STAFF AVAILABLE. SINCE OPENING IN 1981, MORE THAN 45 MILLION VISITORS HAVE LEARNED ABOUT THE RICH DIVERSITY OF LIFE THROUGH THE AQUARIUM'S EXHIBITS AND BY PARTICIPATING IN ITS VISITOR PROGRAMS. PROGRAMMING FOR GUESTS INCLUDES ANIMAL ENCOUNTERS, FEEDING AND DIVING DEMONSTRATIONS, GUIDED TOURS, CLASSROOM PROGRAMS, AUDITORIUM PRESENTATIONS, HANDS-ON DISCOVERY CART INTERACTIONS, AND OTHER ENRICHMENT ACTIVITIES AND SPECIAL EVENTS.

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

4e Total program service expenses 34,186,387.

**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	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> .....		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> .....	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> .....		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> .....		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> .....		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> .....		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> .....	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
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 assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</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
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> 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	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....	X	
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		X
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		X
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		X
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> 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>b</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
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> 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
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</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
<b>c</b> 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	
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>30</b> 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
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> 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
<b>33</b> 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
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> .....	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>36 Section 501(c)(3) organizations.</b> 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
<b>37</b> 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
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O .....	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question number, description, and Yes/No responses. Includes rows 1a-1c, 2a-2b, 3a-3b, 4a-4a, 5a-5c, 6a-6b, 7, 7a-7h, 8, 9, 9a-9b, 10, 10a-10b, 11, 11a-11b, 12a, 12b, 13, 13a-13c, 14a, 14b.

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

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, and 9.

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, and 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, KS
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.
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
SEE SCHEDULE O FOR FULL LIST OF STATES

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JENNIFER REYNOLDS CHAIR	1.00	X		X				0.	0.	0.
(2) WILLIAM ROBERTS IMMEDIATE PAST CHAIR	1.00	X		X				0.	0.	0.
(3) ROBERT CARTER CHAIR-ELECT	1.00	X		X				0.	0.	0.
(4) ANDREW GOOD TREASURER	1.00	X		X				0.	0.	0.
(5) MOHANNAD JISHI SECRETARY	1.00	X		X				0.	0.	0.
(6) RENEE BRONFEIN ADES DIRECTOR	1.00	X						0.	0.	0.
(7) STEPHANIE RAWLINGS BLAKE DIRECTOR	1.00	X						0.	0.	0.
(8) NEAL BORDEN DIRECTOR	1.00	X						0.	0.	0.
(9) DAVID BOWEN DIRECTOR	1.00	X						0.	0.	0.
(10) MARILYN CARP DIRECTOR	1.00	X						0.	0.	0.
(11) ELIJAH CUMMINGS DIRECTOR	1.00	X						0.	0.	0.
(12) WAYNE CURRY DIRECTOR	1.00	X						0.	0.	0.
(13) JAMES DALE DIRECTOR	1.00	X						0.	0.	0.
(14) MARK EDWARD DIRECTOR	1.00	X						0.	0.	0.
(15) RANDALL GRIFFIN DIRECTOR	1.00	X						0.	0.	0.
(16) FRANK GUNTHER DIRECTOR	1.00	X						0.	0.	0.
(17) ORLAN JOHNSON DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) BRIAN MCHALE DIRECTOR	1.00	X						0.	0.	0.
(19) DAMIAN O'DOHERTY DIRECTOR	1.00	X						0.	0.	0.
(20) DONALD PETTIT DIRECTOR	1.00	X						0.	0.	0.
(21) CHARLES PHILLIPS DIRECTOR	1.00	X						0.	0.	0.
(22) SCOTT PLANK DIRECTOR	1.00	X						0.	0.	0.
(23) DIANA RAMSAY DIRECTOR	1.00	X						0.	0.	0.
(24) LEE RILEY DIRECTOR	1.00	X						0.	0.	0.
(25) CHARLES ROGERS DIRECTOR	1.00	X						0.	0.	0.
(26) MARK SAPPERSTEIN DIRECTOR	1.00	X						0.	0.	0.
<b>1b Sub-total</b>								0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>								1,592,127.	142,863.	232,463.
<b>d Total (add lines 1b and 1c)</b>								1,592,127.	142,863.	232,463.

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 **10**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
JF FISCHER MECHANICAL, INC. 7909 PHILADELPHIA ROAD, BALTIMORE, MD 21237	CONSTRUCTION	1,810,304.
WHITING TURNER CONTRACTING CO. P.O. BOX 17596, BALTIMORE, MD 21297	CONSTRUCTION	1,257,275.
IMPACTS RESEARCH & DEVELOPMENT, LLC 3720 FALCON RIDGE DRIVE, MEDINA, OH 44256	MARKETING	1,196,494.
JOHNSON CONTROLS P.O. BOX 905240, CHARLOTTE, NC 28290	FACILITY MAINTENANCE	948,312.
ENTERPRISE ELECTRIC COMPANY 4204 SHANNON DRIVE, BALTIMORE, MD 21213	CONSTRUCTION	668,293.

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 **7**

SEE PART VII, SECTION A CONTINUATION SHEETS



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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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			
(27) WILLIAM SCHAEFER (DECEASED) DIRECTOR	1.00	X					0.	0.	0.	
(28) JIM SEAY DIRECTOR	1.00	X					0.	0.	0.	
(29) JOHN C. RACANELLI CHIEF EXECUTIVE OFFICER	12.00			X			157,887.	0.	12,717.	
(30) DAVID M. PITTENGER EXECUTIVE DIR THROUGH 6/30/11	18.00			X			258,633.	0.	20,281.	
(31) BRUCE S. HOFFBERGER CHIEF FINANCIAL OFFICER	19.00			X			173,942.	0.	19,964.	
(32) PAULA SCHAEDLICH CHIEF OPERATING OFFICER	36.00			X			174,597.	0.	24,833.	
(33) KATHLEEN SHER VP EXTERNAL AFFAIRS	26.00				X		177,663.	0.	15,050.	
(34) JOHN GOODENOW SR. DIR. OF DEVELOPMENT	28.00				X		174,125.	0.	24,521.	
(35) ROBERT RAMIN EXECUTIVE DIRECTOR-NAS	18.00				X		39,733.	119,200.	27,322.	
(36) BRENT WHITAKER SR. DIR. BIOLOGICAL PROGRAMS	36.00					X	131,288.	0.	27,254.	
(37) TIMOTHY PULA SR. DIR. CAPITAL PLANNING	33.00					X	94,650.	23,663.	20,105.	
(38) SEAN P. DELANEY CONTROLLER	41.00					X	105,698.	0.	22,625.	
(39) WILLIAM P. MINARIK SR. DIR. OF VISITOR SERVICES	43.00					X	103,911.	0.	17,791.	
Total to Part VII, Section A, line 1c .....							1,592,127.	142,863.	232,463.	

**Part VIII Statement of Revenue**

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>					
	<b>b</b> Membership dues	<b>1b</b>					
	<b>c</b> Fundraising events	<b>1c</b>					
	<b>d</b> Related organizations	<b>1d</b>	82,468.				
	<b>e</b> Government grants (contributions)	<b>1e</b>	2,796,981.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	7,920,563.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$						
	<b>h Total.</b> Add lines 1a-1f			10800012.			
	<b>Program Service Revenue</b>	<b>2 a</b> <b>ADMISSIONS</b>	Business Code 713990	22972371.	22972371.		
<b>b</b> <b>MEMBERSHIP FEES</b>		900099	2,631,247.	2,631,247.			
<b>c</b> <b>CONSIGNMENT</b>		713990	1,031,901.	1,031,901.			
<b>d</b> <b>CATERED EVENTS</b>		722320	750,517.		750,517.		
<b>e</b> <b>IMMERSION TOURS</b>		713990	401,498.	401,498.			
<b>f</b> All other program service revenue		713990	47,077.	47,077.			
<b>g Total.</b> Add lines 2a-2f				27834611.			
<b>Other Revenue</b>		<b>3</b> Investment income (including dividends, interest, and other similar amounts)		161.			161.
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	(i) Real	54,999.				
		(ii) Personal					
		<b>b</b> Less: rental expenses	0.				
	<b>c</b> Rental income or (loss)		54,999.				
	<b>d</b> Net rental income or (loss)			54,999.		54,999.	
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		<b>b</b> Less: cost or other basis and sales expenses					
		<b>c</b> Gain or (loss)					
	<b>d</b> Net gain or (loss)						
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b>					
		<b>b</b> Less: direct expenses	<b>b</b>				
<b>c</b> Net income or (loss) from fundraising events							
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>						
	<b>b</b> Less: direct expenses	<b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities						
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>						
	<b>b</b> Less: cost of goods sold	<b>b</b>					
	<b>c</b> Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
<b>11 a</b> <b>COMMISSION</b>		722320	1,481,814.		1481814.		
	<b>b</b> <b>FOOD SERVICE</b>	722100	464,345.		464,345.		
	<b>c</b> <b>PHOTOS</b>	900004	348,559.		348,559.		
	<b>d</b> All other revenue						
	<b>e Total.</b> Add lines 11a-11d			2,294,718.			
<b>12 Total revenue.</b> See instructions.			40984501.	27084094.	3045235.	55,160.	

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	112,998.	112,998.		
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	1,280,778.	1,083,750.	116,240.	80,788.
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	11,265,666.	9,527,598.	1,025,473.	712,595.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	1,961,680.	1,668,127.	173,751.	119,802.
10 Payroll taxes	883,941.	751,792.	78,229.	53,920.
11 Fees for services (non-employees):				
a Management				
b Legal	112,810.	102,382.	6,444.	3,984.
c Accounting	60,582.	60,582.		
d Lobbying	102,298.	102,298.		
e Professional fundraising services. See Part IV, line 17	2,255.			2,255.
f Investment management fees				
g Other	3,928,956.	2,753,456.	1,122,074.	53,426.
12 Advertising and promotion	2,550,285.	2,550,285.		
13 Office expenses	3,419,977.	2,984,676.	375,614.	59,687.
14 Information technology				
15 Royalties				
16 Occupancy	4,402,570.	4,353,618.	34,636.	14,316.
17 Travel	117,579.	91,077.	24,237.	2,265.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	877,881.	877,881.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,117,076.	6,117,076.		
23 Insurance	418,912.	373,800.	31,919.	13,193.
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 <b>SPECIMEN FOOD</b>	365,916.	365,916.		
b <b>RECRUITING</b>	156,609.	139,675.	11,982.	4,952.
c <b>MISCELLANEOUS EXPENSE</b>	71,026.	70,967.	41.	18.
d <b>PROFESSIONAL DEVELOPMEN</b>	53,635.	53,635.		
e All other expenses	62,453.	44,798.	14,285.	3,370.
25 <b>Total functional expenses.</b> Add lines 1 through 24e	38,325,883.	34,186,387.	3,014,925.	1,124,571.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

		(A)		(B)	
		Beginning of year		End of year	
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	6,704,036.	<b>1</b>	7,191,445.	
	<b>2</b> Savings and temporary cash investments .....		<b>2</b>		
	<b>3</b> Pledges and grants receivable, net .....	2,789,310.	<b>3</b>	2,583,368.	
	<b>4</b> Accounts receivable, net .....	608,788.	<b>4</b>	372,593.	
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>		
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		<b>6</b>		
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>		
	<b>8</b> Inventories for sale or use .....		<b>8</b>		
	<b>9</b> Prepaid expenses and deferred charges .....	700,128.	<b>9</b>	819,642.	
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 162,247,663.			
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 72,210,490.	87,931,847.	<b>10c</b>	90,037,173.
	<b>11</b> Investments - publicly traded securities .....		<b>11</b>		
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	1,575,264.	<b>12</b>	1,575,430.	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>		
	<b>14</b> Intangible assets .....		<b>14</b>		
	<b>15</b> Other assets. See Part IV, line 11 .....	927,158.	<b>15</b>	752,530.	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	101,236,531.	<b>16</b>	103,332,181.		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	3,600,626.	<b>17</b>	2,654,238.	
	<b>18</b> Grants payable .....		<b>18</b>		
	<b>19</b> Deferred revenue .....	1,628,362.	<b>19</b>	1,797,751.	
	<b>20</b> Tax-exempt bond liabilities .....	28,691,490.	<b>20</b>	27,609,063.	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>		
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>		
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>		
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>		
	<b>25</b> 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 .....	1,584,929.	<b>25</b>	2,881,387.	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	35,505,407.	<b>26</b>	34,942,439.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
	<b>27</b> Unrestricted net assets .....	63,726,355.	<b>27</b>	64,882,869.	
	<b>28</b> Temporarily restricted net assets .....	2,004,769.	<b>28</b>	3,506,873.	
	<b>29</b> Permanently restricted net assets .....		<b>29</b>		
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>		
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>		
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>		
<b>33</b> Total net assets or fund balances .....	65,731,124.	<b>33</b>	68,389,742.		
<b>34</b> Total liabilities and net assets/fund balances .....	101,236,531.	<b>34</b>	103,332,181.		

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	40,984,501.
2	Total expenses (must equal Part IX, column (A), line 25)	2	38,325,883.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,658,618.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	65,731,124.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	68,389,742.

**Part XII Financial Statements and Reporting**

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

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

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2011**

Open to Public Inspection

Name of the organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	<b>11g(i)</b>	
(ii) A family member of a person described in (i) above? .....	<b>11g(ii)</b>	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	<b>11g(iii)</b>	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....						
<b>5</b> 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) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					<b>12</b>	
<b>13 First five years.</b> 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 <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	%
<b>15</b> Public support percentage from 2010 Schedule A, Part II, line 14 .....	<b>15</b>	%
<b>16a 33 1/3% support test - 2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 33 1/3% support test - 2010.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2011.</b> 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 <b>stop here.</b> 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>b 10% -facts-and-circumstances test - 2010.</b> 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 <b>stop here.</b> 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>18 Private foundation.</b> 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	5952420.	4239648.	8302653.	9122650.	10800012.	38417383.
<b>2</b> 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 .....	28200629.	28751678.	28686226.	27572026.	27834611.	141045170
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....	34153049.	32991326.	36988879.	36694676.	38634623.	179462553
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						0.
<b>b</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.
<b>c</b> Add lines 7a and 7b .....						0.
<b>8 Public support</b> (Subtract line 7c from line 6.)						179462553

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6 .....	34153049.	32991326.	36988879.	36694676.	38634623.	179462553
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	2031323.	1818365.	1669178.	1513680.	55,160.	7087706.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....	2031323.	1818365.	1669178.	1513680.	55,160.	7087706.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	908,559.	1363417.	1172086.	1636368.	2294718.	7375148.
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.)	37092931.	36173108.	39830143.	39844724.	40984501.	193925407

**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**

<b>15</b> Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	92.54 %
<b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15 .....	<b>16</b>	92.29 %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2011</b> (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	3.65 %
<b>18</b> Investment income percentage from <b>2010</b> Schedule A, Part III, line 17 .....	<b>18</b>	4.67 %

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

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

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



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2011**

Name of the organization

Employer identification number

NATIONAL AQUARIUM IN BALTIMORE, INC.

52-1121163

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

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

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	_____ _____ _____	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>8</u>	_____ _____ _____	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>9</u>	_____ _____ _____	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>10</u>	_____ _____ _____	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>11</u>	_____ _____ _____	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>12</u>	_____ _____ _____	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18		\$ 5,359.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19		\$ 5,375.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20		\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21		\$ 5,658.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22		\$ 5,744.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23		\$ 5,850.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28		\$ 6,368.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29		\$ 6,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30		\$ 6,965.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31		\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32		\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33		\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34		\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35		\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36		\$ 7,715.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37		\$ 8,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38		\$ 8,225.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39		\$ 8,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40		\$ 8,486.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41		\$ 8,773.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42		\$ 9,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43		\$ 9,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
44		\$ 9,700.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
45		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
46		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
47		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
48		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
50		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
51		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
52		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
53		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
54		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
55		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
56		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
57		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
58		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
59		\$ 10,212.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
60		\$ 10,784.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61		\$ 11,050.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
62		\$ 11,125.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
63		\$ 11,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
64		\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
65		\$ 12,376.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
66		\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
67		\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
68		\$ 12,646.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
69		\$ 13,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
70		\$ 14,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
71		\$ 14,107.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
72		\$ 14,282.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
73		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
74		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
75		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
76		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
77		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
78		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
79		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
80		\$ 15,131.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
81		\$ 15,151.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
82		\$ 15,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
83		\$ 16,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
84		\$ 16,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
85		\$ 16,570.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
86		\$ 16,690.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
87		\$ 17,705.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
88		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
89		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
90		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
91		\$ 20,044.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
92		\$ 22,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
93		\$ 22,145.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
94		\$ 22,526.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
95		\$ 23,180.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
96		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
97		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
98		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
99		\$ 25,203.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
100		\$ 26,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
101		\$ 27,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
102		\$ 28,424.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
103		\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
104		\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
105		\$ 32,327.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
106		\$ 34,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
107		\$ 45,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
108		\$ 46,536.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>109</u>	_____ _____ _____	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>110</u>	_____ _____ _____	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>111</u>	_____ _____ _____	\$ <u>53,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>112</u>	_____ _____ _____	\$ <u>55,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>113</u>	_____ _____ _____	\$ <u>55,125.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>114</u>	_____ _____ _____	\$ <u>55,736.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
115		\$ 57,054.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
116		\$ 60,534.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
117		\$ 63,360.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
118		\$ 65,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
119		\$ 74,001.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
120		\$ 80,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>121</u>	_____ _____ _____	\$ <u>84,746.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>122</u>	_____ _____ _____	\$ <u>90,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>123</u>	_____ _____ _____	\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>124</u>	_____ _____ _____	\$ <u>111,760.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>125</u>	_____ _____ _____	\$ <u>121,430.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>126</u>	_____ _____ _____	\$ <u>202,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>127</u>	_____ _____ _____	\$ <u>205,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>128</u>	_____ _____ _____	\$ <u>218,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>129</u>	_____ _____ _____	\$ <u>493,803.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>130</u>	_____ _____ _____	\$ <u>258,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>131</u>	_____ _____ _____	\$ <u>325,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>132</u>	_____ _____ _____	\$ <u>399,740.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
133	<hr/> <hr/> <hr/> <hr/>	\$ <u>1,787,260.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
134	<hr/> <hr/> <hr/> <hr/>	\$ <u>82,468.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization  <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number  <b>52-1121163</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed.

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

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

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

**2011**

Department of the Treasury  
Internal Revenue Service

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

**Open to Public Inspection**

▶ **See separate instructions.**

**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 <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b>	Employer identification number <b>52-1121163</b>
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**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-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2011

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**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.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1 a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying) .....															
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying) .....		102,298.	186,298.												
<b>c</b> Total lobbying expenditures (add lines 1a and 1b) .....		102,298.	186,298.												
<b>d</b> Other exempt purpose expenditures .....		34,109,778.	36,236,697.												
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d) .....		34,212,076.	36,422,995.												
<b>f</b> Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.	1,000,000.												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">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.														
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f) .....		250,000.	250,000.												
<b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0- .....		0.	0.												
<b>i</b> Subtract line 1f from line 1c. If zero or less, enter -0- .....		0.	0.												
<b>j</b> 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.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
<b>2a</b> Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
<b>c</b> Total lobbying expenditures	172,804.	155,261.	185,150.	186,298.	699,513.
<b>d</b> Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
<b>f</b> 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)).**

	(a)		(b)
	Yes	No	Amount
<b>1</b> 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:			
<b>a</b> Volunteers? .....			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
<b>c</b> Media advertisements? .....			
<b>d</b> Mailings to members, legislators, or the public? .....			
<b>e</b> Publications, or published or broadcast statements? .....			
<b>f</b> Grants to other organizations for lobbying purposes? .....			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....			
<b>i</b> Other activities? .....			
<b>j</b> Total. Add lines 1c through 1i .....			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> 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
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members? .....	<b>1</b>	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....	<b>2</b>	
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year? .....	<b>3</b>	

**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."**

<b>1</b> Dues, assessments and similar amounts from members .....	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures ( <b>do not include amounts of political expenses for which the section 527(f) tax was paid</b> ).		
<b>a</b> Current year .....	<b>2a</b>	
<b>b</b> Carryover from last year .....	<b>2b</b>	
<b>c</b> Total .....	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .....	<b>3</b>	
<b>4</b> 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? .....	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions) .....	<b>5</b>	

**Part IV Supplemental Information**

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

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**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** Electing Member **YES**  
**BALTIMORE, MD 21202**

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)	102,298.	b												
Total lobbying expenditures (add lines 1a and 1b)	102,298.	c												
Other exempt purpose expenditures	34,109,778.	d												
Total exempt purpose expenditures (add lines 1c and 1d)	34,212,076.	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>&gt; 500,000 &lt;= 1,000,000</td> <td>100,000 + 15% &gt; 500,000</td> </tr> <tr> <td>&gt; 1,000,000 &lt;= 1,500,000</td> <td>175,000 + 10% &gt; 1,000,000</td> </tr> <tr> <td>&gt; 1,500,000 &lt;= 17,000,000</td> <td>225,000 + 5% &gt; 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  
**NO**

<b>Limits on Lobbying Expenditures:</b>		<b>Line</b>												
Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	0.	1a												
Total lobbying expenditures to influence a legislative body (direct lobbying) .....	52,000.	b												
Total lobbying expenditures (add lines 1a and 1b) .....	52,000.	c												
Other exempt purpose expenditures .....	1,417,209.	d												
Total exempt purpose expenditures (add lines 1c and 1d) .....	1,469,209.	e												
Lobbying nontaxable amount.														
Enter the amount from the following table:														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">If the amount on line e is:</th> <th style="text-align: center;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Not over \$500,000</td> <td style="text-align: center;">20% of the amount on line 1e</td> </tr> <tr> <td style="text-align: center;">&gt; 500,000 &lt;= 1,000,000</td> <td style="text-align: center;">100,000 + 15% &gt; 500,000</td> </tr> <tr> <td style="text-align: center;">&gt; 1,000,000 &lt;= 1,500,000</td> <td style="text-align: center;">175,000 + 10% &gt; 1,000,000</td> </tr> <tr> <td style="text-align: center;">&gt; 1,500,000 &lt;= 17,000,000</td> <td style="text-align: center;">225,000 + 5% &gt; 1,500,000</td> </tr> <tr> <td style="text-align: center;">Over \$17,000,000</td> <td style="text-align: center;">\$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	221,921.	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) .....	55,480.	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 CONSERVATION CENTER, INC.**

Employer ID Number  
**27-1428324**

Affiliated Group Member Address  
**111 MARKET PLACE, STE. 800  
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) .....	32,000.	b												
Total lobbying expenditures (add lines 1a and 1b) .....	32,000.	c												
Other exempt purpose expenditures .....	550,476.	d												
Total exempt purpose expenditures (add lines 1c and 1d) .....	582,476.	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>&gt; 500,000 &lt;= 1,000,000</td> <td>100,000 + 15% &gt; 500,000</td> </tr> <tr> <td>&gt; 1,000,000 &lt;= 1,500,000</td> <td>175,000 + 10% &gt; 1,000,000</td> </tr> <tr> <td>&gt; 1,500,000 &lt;= 17,000,000</td> <td>225,000 + 5% &gt; 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	112,371.	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) .....	28,093.	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 .....	18,406. d												
Total exempt purpose expenditures (add lines 1c and 1d) .....	18,406. e												
Lobbying nontaxable amount.													
Enter the amount from the following table:													
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">If the amount on line e is:</th> <th style="text-align: center;">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>&gt; 500,000 &lt;= 1,000,000</td> <td>100,000 + 15% &gt; 500,000</td> </tr> <tr> <td>&gt; 1,000,000 &lt;= 1,500,000</td> <td>175,000 + 10% &gt; 1,000,000</td> </tr> <tr> <td>&gt; 1,500,000 &lt;= 17,000,000</td> <td>225,000 + 5% &gt; 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	
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												
.....	3,681. f												
Grassroots nontaxable amount (enter 25% of line 1f) .....	920. 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" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">If the amount on line e is:</th> <th style="text-align: center;">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>&gt; 500,000 &lt;= 1,000,000</td> <td>100,000 + 15% &gt; 500,000</td> </tr> <tr> <td>&gt; 1,000,000 &lt;= 1,500,000</td> <td>175,000 + 10% &gt; 1,000,000</td> </tr> <tr> <td>&gt; 1,500,000 &lt;= 17,000,000</td> <td>225,000 + 5% &gt; 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 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 .....	140,828.	d												
Total exempt purpose expenditures (add lines 1c and 1d) .....	140,828.	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>&gt; 500,000 &lt;= 1,000,000</td> <td>100,000 + 15% &gt; 500,000</td> </tr> <tr> <td>&gt; 1,000,000 &lt;= 1,500,000</td> <td>175,000 + 10% &gt; 1,000,000</td> </tr> <tr> <td>&gt; 1,500,000 &lt;= 17,000,000</td> <td>225,000 + 5% &gt; 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	28,166.	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) .....	7,042.	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. ▶ See separate instructions.**

OMB No. 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization

**NATIONAL AQUARIUM IN BALTIMORE, INC.**

Employer identification number

**52-1121163**

**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 XIV, 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 XIV, 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 XIV.

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

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

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

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

	Amount
c Beginning balance	<b>1c</b>
d Additions during the year	<b>1d</b>
e Distributions during the year	<b>1e</b>
f Ending balance	<b>1f</b>

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,984,520.	1,745,806.	1,324,818.	2,315,478.	
b Contributions	500,000.				
c Net investment earnings, gains, and losses	-100,575.	309,039.	505,346.	-894,756.	
d Grants or scholarships					
e Other expenditures for facilities and programs	64,067.	70,325.	84,358.	95,904.	
f Administrative expenses					
g End of year balance	2,319,878.	1,984,520.	1,745,806.	1,324,818.	

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

- a Board designated or quasi-endowment  0.00 %
- b Permanent endowment  56.04 %
- c Temporarily restricted endowment  43.96 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations	X	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?  Yes  No

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		142,133,012.	61,038,547.	81,094,465.
c Leasehold improvements				
d Equipment		17,044,065.	11,171,943.	5,872,122.
e Other		3,070,586.		3,070,586.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				90,037,173.

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

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

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	1,327,845.
(3) DUE TO AFFILIATE	1,553,542.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	2,881,387.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	40,984,501.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	38,325,883.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	2,658,618.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	2,658,618.

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

1	Total revenue, gains, and other support per audited financial statements	1	45,983,764.
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	2,591,492.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	2,603,237.
e	Add lines 2a through 2d	2e	5,194,729.
3	Subtract line 2e from line 1	3	40,789,035.
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 XIV.)	4b	195,466.
c	Add lines 4a and 4b	4c	195,466.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	40,984,501.

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

1	Total expenses and losses per audited financial statements	1	42,926,336.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	2,591,492.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	2,204,427.
e	Add lines 2a through 2d	2e	4,795,919.
3	Subtract line 2e from line 1	3	38,130,417.
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 XIV.)	4b	195,466.
c	Add lines 4a and 4b	4c	195,466.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	38,325,883.

**Part XIV Supplemental Information**

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

**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 XIV** Supplemental Information (continued)

PART X, LINE 2: THE AQUARIUM HAS ADOPTED THE ACCOUNTING STANDARD ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, WHICH ADDRESSES 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 AQUARIUM 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 AQUARIUM'S TAX POSITIONS AND HAS CONCLUDED THAT THE AQUARIUM HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH PROVISIONS OF THIS GUIDANCE. GENERALLY, THE AQUARIUM IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2008

## PART XII, LINE 2D - OTHER ADJUSTMENTS:

INCOME OF THE NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC.	-595,729.
INCOME OF THE CENTER FOR AQUATIC LIFE AND CONSERVATION, INC.	418,000.
INCOME OF THE NATIONAL AQUARIUM CONSERVATION CENTER	100,577.
INCOME OF THE NATIONAL AQUARIUM SOCIETY	2,680,389.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	2,603,237.

## PART XII, LINE 4B - OTHER ADJUSTMENTS:

INCOME ELIMINATED ON THE CONSOLIDATED FINANCIAL STATEMENTS	195,466.
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## PART XIII, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES OF THE NATIONAL AQUARIUM IN BALTIMORE FOUNDATION,



**Part XIV** Supplemental Information (continued)

INC.	140,828.
EXPENSES OF THE CENTER FOR AQUATIC LIFE AND CONSERVATION,	
INC.	18,406.
EXPENSES OF THE NATIONAL AQUARIUM CONSERVATION CENTER	512,476.
EXPENSES OF THE NATIONAL AQUARIUM SOCIETY	1,532,717.
TOTAL TO SCHEDULE D, PART XIII, LINE 2D	2,204,427.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

EXPENSES ELIMINATED ON THE CONSOLIDATED FINANCIAL STATEMENTS	195,466.
--	----------

**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

**2011**

**Open to Public  
Inspection**

Name of the organization

**NATIONAL AQUARIUM IN BALTIMORE, INC.**

Employer identification number

**52-1121163**

**Part I General Information on Grants and Assistance**

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

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
NATIONAL AQUARIUM CONSERVATION CENTER, INC. - 111 MARKET PLACE - BALTIMORE, MD 21202	27-1428324	501(C)(3)	112,998.	0.			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) (2011)

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

SCHEDULE I, PART I, LINE 2: THE GRANT IS TO A RELATED ORGANIZATION. THE BOARD OF DIRECTORS AUTHORIZED THE GRANT AND THE CONTROLLER MONITORS THE USAGE MONTHLY.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2011**

Open to Public Inspection

Name of the organization

**NATIONAL AQUARIUM IN BALTIMORE, INC.**

Employer identification number

**52-1121163**

**Part I Questions Regarding Compensation**

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

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JOHN C. RACANELLI	(i)	157,887.	0.	0.	2,063.	10,654.	170,604.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 DAVID M. PITTENGER	(i)	258,633.	0.	0.	1,672.	18,609.	278,914.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 BRUCE S. HOFFBERGER	(i)	173,942.	0.	0.	2,711.	17,253.	193,906.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 PAULA SCHAE DLICH	(i)	174,597.	0.	0.	2,709.	22,124.	199,430.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 KATHLEEN SHER	(i)	177,663.	0.	0.	1,772.	13,278.	192,713.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 JOHN GOODENOW	(i)	174,125.	0.	0.	2,708.	21,813.	198,646.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 ROBERT RAMIN	(i)	39,733.	0.	0.	626.	6,205.	46,564.	0.
	(ii)	119,200.	0.	0.	1,877.	18,614.	139,691.	0.
8 BRENT WHITAKER	(i)	131,288.	0.	0.	1,965.	25,289.	158,542.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**Part III** Supplemental Information

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

PART I, LINE 1A: THE ORGANIZATION PAID CLUB DUES FOR JOHN RACANELLI.

THE BENEFIT IS INCLUDED IN HIS TAXABLE COMPENSATION.

**Supplemental Information on Tax-Exempt Bonds**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**  
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization: **NATIONAL AQUARIUM IN BALTIMORE, INC.** Employer identification number: **52-1121163**

<b>Part I Bond Issues</b>												
<b>SEE PART VI FOR COLUMN (A) CONTINUATIONS</b>												
	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
<b>A</b>	MARYLAND INDUSTRIAL DEVELOPMENT FINANCING AUTHORITY	52-6002033	574221CL5	06/01/02	20087198.	ADDITIONS TO AQUARIUM		X		X		X
<b>B</b>	MARYLAND INDUSTRIAL DEVELOPMENT FINANCING AUTHORITY	52-6002033	574223CL5	10/07/09	12490000.	REFUND OF PRIOR ISSUES		X		X		X
<b>C</b>												
<b>D</b>												

<b>Part II Proceeds</b>									
	<b>A</b>		<b>B</b>		<b>C</b>		<b>D</b>		
<b>1</b> Amount of bonds retired	3,860,000.		1,075,000.						
<b>2</b> Amount of bonds legally defeased									
<b>3</b> Total proceeds of issue	20,087,198.		12,490,000.						
<b>4</b> Gross proceeds in reserve funds	1,574,235.								
<b>5</b> Capitalized interest from proceeds									
<b>6</b> Proceeds in refunding escrows									
<b>7</b> Issuance costs from proceeds	316,918.								
<b>8</b> Credit enhancement from proceeds									
<b>9</b> Working capital expenditures from proceeds									
<b>10</b> Capital expenditures from proceeds	18,196,045.								
<b>11</b> Other spent proceeds									
<b>12</b> Other unspent proceeds									
<b>13</b> Year of substantial completion	2005		2005						
	Yes	No	Yes	No	Yes	No	Yes	No	
<b>14</b> Were the bonds issued as part of a current refunding issue?		X		X					
<b>15</b> Were the bonds issued as part of an advance refunding issue?		X		X					
<b>16</b> Has the final allocation of proceeds been made?	X		X						
<b>17</b> Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X						

<b>Part III Private Business Use</b>									
	<b>A</b>		<b>B</b>		<b>C</b>		<b>D</b>		
	Yes	No	Yes	No	Yes	No	Yes	No	
<b>1</b> Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X							
<b>2</b> Are there any lease arrangements that may result in private business use of bond-financed property?		X							

**Part III Private Business Use** (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property? .....		X						
<b>b</b> If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? .....								
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property? .....		X						
<b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? .....								
<b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government .....								
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government .....		.00 %						
<b>6</b> Total of lines 4 and 5 .....		.00 %						
<b>7</b> Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities? .....	X							

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue? .....		X		X				
<b>2</b> Is the bond issue a variable rate issue? .....		X	X					
<b>3a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? .....		X		X				
<b>b</b> Name of provider .....								
<b>c</b> Term of hedge .....								
<b>d</b> Was the hedge superintergrated? .....								
<b>e</b> Was the hedge terminated? .....								
<b>4a</b> Were gross proceeds invested in a guaranteed investment contract (GIC)? .....		X		X				
<b>b</b> Name of provider .....								
<b>c</b> Term of GIC .....								
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? .....								
<b>5</b> Were any gross proceeds invested beyond an available temporary period? .....		X		X				
<b>6</b> Did the bond issue qualify for an exception to rebate? .....	X		X					

**Part V Procedures To Undertake Corrective Action**

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations  Yes  No

**Part VI Supplemental Information.** Complete this part to provide additional information for responses to questions on Schedule K.

**SCHEDULE K, PART I, BOND ISSUES:**

(A) ISSUER NAME: MARYLAND INDUSTRIAL DEVELOPMENT FINANCING AUTHORITY



**Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K.**

(F) DESCRIPTION OF PURPOSE: ADDITIONS TO AQUARIUM

(A) ISSUER NAME: MARYLAND INDUSTRIAL DEVELOPMENT FINANCING AUTHORITY

(F) DESCRIPTION OF PURPOSE: REFUND OF PRIOR ISSUES



**Part IV Business Transactions Involving Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
VENABLE, LLP	NEAL BORDEN	285,609.	LEGAL AND L		X
CONSTELLATION ENERGY	ANDREW GOOD	1,940,636.	UTILITIES		X

**Part V Supplemental Information**

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

**SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:**

(A) NAME OF PERSON: VENABLE, LLP

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

NEAL BORDEN

(C) AMOUNT OF TRANSACTION \$ 285,609.

(D) DESCRIPTION OF TRANSACTION: LEGAL AND LOBBYING SRVS - NEAL BORDEN IS WITH THE LAW FIRM VENABLE, LLP AND A BOARD MEMBER OF THE NATIONAL AQUARIUM IN BALTIMORE, INC. NEAL BORDEN'S RELATIONSHIP WITH VENABLE, LLP HAD NO BEARING ON THE NATIONAL AQUARIUM IN BALTIMORE INC. UTILIZATION OF THE LAW FIRM IN THE NORMAL COURSE OF BUSINESS.

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: CONSTELLATION ENERGY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

ANDREW GOOD

(C) AMOUNT OF TRANSACTION \$ 1,940,636.

(D) DESCRIPTION OF TRANSACTION: UTILITIES - BOARD MEMBER ANDREW GOOD IS A SR. VICE PRESIDENT FOR CORPORATE STRATEGY AND DEVELOPMENT OF CONSTELLATION ENERGY AND A BOARD MEMBER OF THE NATIONAL AQUARIUM IN BALTIMORE, INC. ANDREW GOODS RELATIONSHIP WITH CONSTELLATION ENERGY HAD

**Part V** Supplemental Information

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

NO BEARING ON THE NATIONAL AQUARIUM IN BALTIMORE INC. UTILIZATION OF THE COMPANY IN THE NORMAL COURSE OF BUSINESS.

(E) SHARING OF ORGANIZATION REVENUES? = NO

**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.

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

NATIONAL AQUARIUM IN BALTIMORE, INC.

Employer identification number

52-1121163

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

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

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 B, LINE 15: THE COMPENSATION FOR THE CHIEF  
EXECUTIVE OFFICER IS REVIEWED AND DOCUMENTED ANNUALLY BY AN INDEPENDENT  
COMPENSATION COMMITTEE OF THE BOARD, AND UPDATED AS PRUDENT BASED ON  
INFORMATION RECEIVED FROM INDEPENDENT COMPENSATION STUDIES AND SURVEYS, AS  
WELL AS INFORMATION RECEIVED BY THE COMMITTEE FROM OTHER INTERNAL AND  
EXTERNAL SOURCES.

THE COMPENSATION FOR THE OTHER OFFICERS AND KEY EMPLOYEES IS REVIEWED AND  
DOCUMENTED ANNUALLY BY AN INDEPENDENT COMPENSATION COMMITTEE OF THE BOARD.

Name of the organization NATIONAL AQUARIUM IN BALTIMORE, INC.	Employer identification number 52-1121163
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COMPENSATION STUDIES AND SURVEYS ARE USED TO ESTABLISH THEIR COMPENSATION.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, KS, KY, MD, ME, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND  
OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19: NATIONAL AQUARIUM IN BALTIMORE, INC. 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 INSTITUTE, INC.'S ANNUAL REPORT. THEY ARE ALSO AVAILABLE THROUGH NOT-FOR-PROFIT INTERNET PORTALS SUCH AS GUIDESTAR AND CHARITY NAVIGATOR.

FORM 990, PART VII, SECTION A

HOURS DEVOTED TO RELATED ORGANIZATIONS:

SEVERAL DIRECTORS OF NATIONAL AQUARIUM IN BALTIMORE, INC. (NAIB) ARE ALSO DIRECTORS OF NATIONAL AQUARIUM CONSERVATION CENTER, INC. (NACC), NATIONAL AQUARIUM INSTITUTE, INC. (NAI), CENTER FOR AQUATIC LIFE & CONSERVATION, INC. (CALC), NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC. (NAF), AND THE NATIONAL AQUARIUM SOCIETY (NAS), ALL OF WHICH ARE RELATED ORGANIZATIONS. HOURS DEVOTED TO RELATED ORGANIZATIONS ARE LISTED BELOW. THESE HOURS ARE ALL UNCOMPENSATED, VOLUNTEER HOURS.

INDIVIDUAL	NACC	NAI	CALC	NAF	NAS
JENNIFER REYNOLDS	0	1	0	1	0
WILLIAM ROBERTS	0	1	0	0	0

Name of the organization	Employer identification number					
NATIONAL AQUARIUM IN BALTIMORE, INC.	52-1121163					
ROBERT CARTER	0	1	0	1	0	
ANDREW GOOD	0	1	0	0	0	
MOHANNAD JISHI	0	1	0	0	0	
RENEE BRONFEIN ADES	0	1	0	0	0	
STEPHANIE RAWLINGS BLAKE	0	1	0	0	0	
NEAL BORDEN	0	1	1	1	0	
DAVID BOWEN	0	1	0	0	0	
MARILYN CARP	0	1	0	0	0	
ELIJAH CUMMINGS	0	1	0	0	0	
WAYNE CURRY	0	1	0	0	0	
JAMES DALE	0	1	0	0	0	
MARK EDWARD	0	1	0	0	0	
RANDALL GRIFFIN	1	1	1	0	1	
FRANK GUNTHER	0	1	0	0	0	
ORLAN JOHNSON	0	1	0	0	0	
BRIAN MCHALE	0	1	0	0	0	
DAMIAN O'DOHERTY	0	1	0	0	0	
DONALD PETTIT	0	1	0	0	0	
CHARLES PHILLIPS	0	1	0	0	0	
SCOTT PLANK	0	1	0	0	0	
DIANA RAMSAY	0	1	0	0	0	
LEE RILEY	0	1	0	0	0	
CHARLES ROGERS	0	1	0	0	0	
MARK SAPPERSTEIN	0	1	0	0	0	
WILLIAM SCHAEFER	0	1	0	0	0	
JIM SEAY	0	1	0	0	0	

SEVERAL OFFICERS, KEY EMPLOYEES, OR HIGHLY COMPENSATED EMPLOYEES OF

Name of the organization NATIONAL AQUARIUM IN BALTIMORE, INC.	Employer identification number 52-1121163
--	--

NATIONAL AQUARIUM IN BALTIMORE, INC. ARE ALSO OFFICERS, KEY EMPLOYEES, OR HIGHLY COMPENSATED EMPLOYEES OF NATIONAL AQUARIUM CONSERVATION CENTER, INC., NATIONAL AQUARIUM INSTITUTE, INC., CENTER FOR AQUATIC LIFE & CONSERVATION, INC., NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC., AND THE NATIONAL AQUARIUM SOCIETY, ALL OF WHICH ARE RELATED ORGANIZATIONS. ALL INDIVIDUALS ARE COMPENSATED IN FULL BY THE NAIB, AND SERVICES PERFORMED UNDER THE HOURS DEVOTED TO RELATED ORGANIZATIONS ARE PROVIDED GRATIS. HOURS DEVOTED TO RELATED ORGANIZATIONS ARE LISTED BELOW.

INDIVIDUAL	NAI	NAS	NAF	CALC	NACC
JOHN RACANELLI	36	3	3	3	3
DAVE PITTENGER	18	6	3	3	12
BRUCE HOFFBERGER	21	6	3	3	3
PAULA SCHAEDLICH	13	3	0	0	0
KATHY SHER	14	6	1	2	6
JOHN GOODENOW	3	3	0	3	13
BOB RAMIN	3	29	0	0	0
BRENT WHITAKER	3	8	0	0	3
TIM PULA	0	11	0	11	0
SEAN DELANEY	0	5	1	1	2
BILL MINARIK	2	0	0	0	0



**Related Organizations and Unrelated Partnerships**  
▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **NATIONAL AQUARIUM IN BALTIMORE, INC.** Employer identification number **52-1121163**

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

(a) Name, address, and EIN 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

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to 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 INSTITUTE, INC. - 20-2671673, PIER 3 - 501 EAST PRATT STREET, BALTIMORE, MD 21202	SUPPORTING ORGANIZATION	MARYLAND	501(C)(3)	LINE 11B, II	N/A		<b>X</b>
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.		<b>X</b>
THE NATIONAL AQUARIUM SOCIETY - 52-1243739 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.		<b>X</b>
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.		<b>X</b>

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





**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, 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
<b>a</b> Receipt of <b>(i)</b> interest <b>(ii)</b> annuities <b>(iii)</b> royalties or <b>(iv)</b> rent from a controlled entity .....		X
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....	X	
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....	X	
<b>d</b> Loans or loan guarantees to or for related organization(s) .....		X
<b>e</b> Loans or loan guarantees by related organization(s) .....		X
<b>f</b> Sale of assets to related organization(s) .....		X
<b>g</b> Purchase of assets from related organization(s) .....		X
<b>h</b> Exchange of assets with related organization(s) .....		X
<b>i</b> Lease of facilities, equipment, or other assets to related organization(s) .....		X
<b>j</b> Lease of facilities, equipment, or other assets from related organization(s) .....		X
<b>k</b> Performance of services or membership or fundraising solicitations for related organization(s) .....		X
<b>l</b> Performance of services or membership or fundraising solicitations by related organization(s) .....		X
<b>m</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....	X	
<b>n</b> Sharing of paid employees with related organization(s) .....	X	
<b>o</b> Reimbursement paid to related organization(s) for expenses .....		X
<b>p</b> Reimbursement paid by related organization(s) for expenses .....	X	
<b>q</b> Other transfer of cash or property to related organization(s) .....		X
<b>r</b> 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 other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			





# Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

## 2011

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury  
Internal Revenue Service

For calendar year 2011 or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

<b>A</b> <input type="checkbox"/> Check box if address changed	<b>B</b> Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	<b>Print or Type</b> Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.) <b>NATIONAL AQUARIUM IN BALTIMORE, INC.</b> Number, street, and room or suite no. If a P.O. box, see instructions. <b>PIER 3 - 501 EAST PRATT STREET</b> City or town, state, and ZIP code <b>BALTIMORE, MD 21202</b>	<b>D</b> Employer identification number (Employees' trust, see instructions.) <b>52-1121163</b>  <b>E</b> Unrelated business activity codes (See instructions.) <b>532000</b>
<b>C</b> Book value of all assets at end of year <b>103332181.</b>		<b>F</b> Group exemption number (See instructions.) _____ <b>G</b> Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

**H** Describe the organization's primary unrelated business activity. **SEE STATEMENT 1**

**I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?  Yes  No  
 If "Yes," enter the name and identifying number of the parent corporation. \_\_\_\_\_

**J** The books are in care of **BRUCE HOFFBERGER** Telephone number **410-576-3823**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
<b>1 a</b> Gross receipts or sales			
<b>b</b> Less returns and allowances <b>c</b> Balance	<b>1c</b>		
<b>2</b> Cost of goods sold (Schedule A, line 7)	<b>2</b>		
<b>3</b> Gross profit. Subtract line 2 from line 1c	<b>3</b>		
<b>4 a</b> Capital gain net income (attach Schedule D)	<b>4a</b>		
<b>b</b> Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	<b>4b</b>		
<b>c</b> Capital loss deduction for trusts	<b>4c</b>		
<b>5</b> Income (loss) from partnerships and S corporations (attach statement)	<b>5</b>		
<b>6</b> Rent income (Schedule C)	<b>6</b> 750,517.	<b>244,766.</b>	<b>505,751.</b>
<b>7</b> Unrelated debt-financed income (Schedule E)	<b>7</b>		
<b>8</b> Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	<b>8</b>		
<b>9</b> Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	<b>9</b>		
<b>10</b> Exploited exempt activity income (Schedule I)	<b>10</b>		
<b>11</b> Advertising income (Schedule J)	<b>11</b>		
<b>12</b> Other income (See instructions; attach schedule.) <b>STATEMENT 2</b>	<b>12</b> 2,294,717.		<b>2,294,717.</b>
<b>13 Total.</b> Combine lines 3 through 12	<b>13</b> 3,045,234.	<b>244,766.</b>	<b>2,800,468.</b>

**Part II Deductions Not Taken Elsewhere** (See instructions for limitations on deductions.)  
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

<b>14</b> Compensation of officers, directors, and trustees (Schedule K)	<b>14</b>	
<b>15</b> Salaries and wages	<b>15</b>	693,430.
<b>16</b> Repairs and maintenance	<b>16</b>	
<b>17</b> Bad debts	<b>17</b>	
<b>18</b> Interest (attach schedule) <b>SEE STATEMENT 3</b>	<b>18</b>	88,950.
<b>19</b> Taxes and licenses	<b>19</b>	
<b>20</b> Charitable contributions (See instructions for limitation rules.)	<b>20</b>	
<b>21</b> Depreciation (attach Form 4562)	<b>21</b>	983,291.
<b>22</b> Less depreciation claimed on Schedule A and elsewhere on return	<b>22a</b>	
<b>23</b> Depletion	<b>22b</b>	983,291.
<b>24</b> Contributions to deferred compensation plans	<b>23</b>	
<b>25</b> Employee benefit programs	<b>24</b>	
<b>26</b> Excess exempt expenses (Schedule I)	<b>25</b>	130,634.
<b>27</b> Excess readership costs (Schedule J)	<b>26</b>	
<b>28</b> Other deductions (attach schedule) <b>SEE STATEMENT 4</b>	<b>27</b>	
<b>29 Total deductions.</b> Add lines 14 through 28	<b>28</b>	1,972,736.
<b>30</b> Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	<b>29</b>	3,869,041.
<b>31</b> Net operating loss deduction (limited to the amount on line 30)	<b>30</b>	-1,068,573.
<b>32</b> Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	<b>31</b>	0.
<b>33</b> Specific deduction (Generally \$1,000, but see instructions for exceptions.)	<b>32</b>	-1,068,573.
<b>34 Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	<b>33</b>	1,000.
	<b>34</b>	-1,068,573.

**Part III Tax Computation**

<b>35 Organizations Taxable as Corporations.</b> See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: <b>a</b> Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ <b>b</b> Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ <b>c</b> Income tax on the amount on line 34	<b>35c</b>	0.
<b>36 Trusts Taxable at Trust Rates.</b> See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	<b>36</b>	
<b>37 Proxy tax.</b> See instructions	<b>37</b>	
<b>38 Alternative minimum tax</b>	<b>38</b>	
<b>39 Total.</b> Add lines 37 and 38 to line 35c or 36, whichever applies	<b>39</b>	0.

**Part IV Tax and Payments**

<b>40a</b> Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	<b>40a</b>	
<b>b</b> Other credits (see instructions)	<b>40b</b>	
<b>c</b> General business credit. Attach Form 3800	<b>40c</b>	
<b>d</b> Credit for prior year minimum tax (attach Form 8801 or 8827)	<b>40d</b>	
<b>e Total credits.</b> Add lines 40a through 40d	<b>40e</b>	
<b>41</b> Subtract line 40e from line 39	<b>41</b>	0.
<b>42</b> Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	<b>42</b>	
<b>43 Total tax.</b> Add lines 41 and 42	<b>43</b>	0.
<b>44a</b> Payments: A 2010 overpayment credited to 2011	<b>44a</b>	
<b>b</b> 2011 estimated tax payments	<b>44b</b>	
<b>c</b> Tax deposited with Form 8868	<b>44c</b>	
<b>d</b> Foreign organizations: Tax paid or withheld at source (see instructions)	<b>44d</b>	
<b>e</b> Backup withholding (see instructions)	<b>44e</b>	
<b>f</b> Credit for small employer health insurance premiums (Attach Form 8941)	<b>44f</b>	
<b>g</b> Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	<b>44g</b>	
<b>45 Total payments.</b> Add lines 44a through 44g	<b>45</b>	
<b>46</b> Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	<b>46</b>	
<b>47 Tax due.</b> If line 45 is less than the total of lines 43 and 46, enter amount owed	<b>47</b>	0.
<b>48 Overpayment.</b> If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	<b>48</b>	0.
<b>49</b> Enter the amount of line 48 you want: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>49</b>	

**Part V Statements Regarding Certain Activities and Other Information** (see instructions)

<b>1</b> At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
<b>2</b> During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
<b>3</b> Enter the amount of tax-exempt interest received or accrued during the tax year \$		X

**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation  **N/A**

<b>1</b> Inventory at beginning of year	<b>1</b>		<b>6</b> Inventory at end of year	<b>6</b>	
<b>2</b> Purchases	<b>2</b>		<b>7</b> <b>Cost of goods sold.</b> Subtract line 6 from line 5. Enter here and in Part I, line 2	<b>7</b>	
<b>3</b> Cost of labor	<b>3</b>		<b>8</b> Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
<b>4a</b> Additional section 263A costs	<b>4a</b>				X
<b>b</b> Other costs (attach schedule)	<b>4b</b>				
<b>5 Total.</b> Add lines 1 through 4b	<b>5</b>				

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

**Sign Here** Signature of officer \_\_\_\_\_ Date \_\_\_\_\_ CFO \_\_\_\_\_ Title \_\_\_\_\_

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

**Paid Preparer Use Only**

Print/Type preparer's name <b>JULIA FLANNERY</b>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN <b>P00928918</b>
Firm's name <b>MCGLADREY LLP</b>	Firm's address <b>100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202</b>		Firm's EIN <b>42-0714325</b>	Phone no. <b>(410) 246-9300</b>



**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)** (see instructions)

1. Description of property

<b>(1) AQUARIUM FACILITY</b>
<b>(2)</b>
<b>(3)</b>
<b>(4)</b>

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule) <b>SEE STATEMENT 5</b>
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)	750,517.	244,766.
(2)		
(3)		
(4)		
Total	0.	Total 750,517.

**(c) Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **750,517.**

**(b) Total deductions.** Enter here and on page 1, Part I, line 6, column (B) **244,766.**

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		

**Totals** Enter here and on page 1, Part I, line 7, column (A) **0.** Enter here and on page 1, Part I, line 7, column (B) **0.**

**Total dividends-received deductions** included in column 8 **0.**

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

**Nonexempt Controlled Organizations**

7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

**Totals** Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A) **0.** Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B) **0.**

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization**  
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
<b>Totals</b> .....	<b>0.</b>			<b>0.</b>

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income**  
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals</b> .....	<b>0.</b>	<b>0.</b>				<b>0.</b>

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals</b> (carry to Part II, line (5)) .....	<b>0.</b>	<b>0.</b>				<b>0.</b>

**Part II Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>(5) Totals from Part I</b>	<b>0.</b>	<b>0.</b>				<b>0.</b>
<b>Totals, Part II</b> (lines 1-5) .....	<b>0.</b>	<b>0.</b>				<b>0.</b>

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
<b>Total.</b> Enter here and on page 1, Part II, line 14 .....			<b>0.</b>

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	1
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CATERED EVENTS, SHARPSHOOTER PROGRAM, COMMISSIONS & RENTAL INCOME

TO FORM 990-T, PAGE 1

FORM 990-T	OTHER INCOME	STATEMENT	2
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DESCRIPTION	AMOUNT
SHARPSHOOTER PROGRAM	348,559.
FOOD SERVICE REVENUE (BASED ON NET PROFITS)	464,345.
COMMISSION	1,481,813.
TOTAL TO FORM 990-T, PAGE 1, LINE 12	2,294,717.

FORM 990-T	INTEREST PAID	STATEMENT	3
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DESCRIPTION	AMOUNT
INTEREST EXPENSE	88,950.
TOTAL TO FORM 990-T, PAGE 1, LINE 18	88,950.

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	4
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DESCRIPTION	AMOUNT
SUPPLIES	91,818.
ADVERTISING	403,037.
PROFESSIONAL FEES	51,386.
TELEPHONE	15,074.
POSTAGE	2,912.
UTILITIES	538,433.
OUTSIDE SERVICES	479,003.
RENTAL EQUIPMENT	183,994.
BUSINESS TRAVEL	9,972.
PROFESSIONAL HOSPITALITY	8,280.
DUES/SUBSCRIPTIONS	7,449.
RECRUITMENT	15,879.
SPECIAL EVENTS	3,347.
INSURANCE	28,167.

MINOR CAPITAL	1,856.
MISCELLANEOUS	61,685.
SPECIMEN FOOD/PURCHASE	26,544.
BOND COSTS	39,270.
FOOD SERVICE COSTS	4,630.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	<u>1,972,736.</u>

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FORM 990-T                      DEDUCTIONS CONNECTED WITH RENTAL INCOME                      STATEMENT      5

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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DIRECT COSTS RELATED TO RENTAL OF THE FACILITY		244,766.	
- SUBTOTAL -	1		244,766.
TOTAL TO FORM 990-T, SCHEDULE C, COLUMN 3			<u>244,766.</u>