

Form **990**Department of the Treasury
Internal Revenue Service**** PUBLIC DISCLOSURE COPY ******Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2024Open to Public
Inspection**A For the 2024 calendar year, or tax year beginning and ending****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

NATIONAL AQUARIUM, INC.

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

501 EAST PRATT STREET

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

BALTIMORE, MD 21202

F Name and address of principal officer: JOHN C. RACANELLI

SAME AS C ABOVE

D Employer identification number

52-1121163

E Telephone number

(410) 576-3800

G Gross receipts \$

74,376,443.

H(a) Is this a group returnfor subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. See instructions

H(c) Group exemption number**I** Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: WWW.AQUA.ORG**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation: 1976**M** State of legal domicile: MD**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: TO CONNECT PEOPLE WITH NATURE TO INSPIRE COMPASSION AND CARE FOR OUR OCEAN PLANET
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3	Number of voting members of the governing body (Part VI, line 1a) 19
	4	Number of independent voting members of the governing body (Part VI, line 1b) 18
	5	Total number of individuals employed in calendar year 2024 (Part V, line 2a) 426
	6	Total number of volunteers (estimate if necessary) 2017
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 731,154.
7b	Net unrelated business taxable income from Form 990-T, Part I, line 11 33,232.	
Revenue	8	Contributions and grants (Part VIII, line 1h) 16,175,128.
	9	Program service revenue (Part VIII, line 2g) 34,859,573.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) 1,049,783.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 3,557,189.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 55,641,673.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) 39,080.
	14	Benefits paid to or for members (Part IX, column (A), line 4) 0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 22,897,649.
	16a	Professional fundraising fees (Part IX, column (A), line 11e) 661,739.
	b	Total fundraising expenses (Part IX, column (D), line 25) 6,005,495.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 30,485,459.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 54,083,927.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12 1,557,746.
	20	Total assets (Part X, line 16) 108,867,004.
	21	Total liabilities (Part X, line 26) 44,435,304.
	22	Net assets or fund balances. Subtract line 21 from line 20 64,431,700.

Part II Signature Block

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

Sign Here	Signature of officer	Date
	VIRGINIA Y. NEWTON, SVP, COFO Type or print name and title	
Paid Preparer Use Only	Preparer's name JULIA FLANNERY	Preparer's signature JULIA FLANNERY
	Firm's name RSM US LLP Firm's address 100 INTERNATIONAL DRIVE, SUITE 400 BALTIMORE, MD 21202	Date 10/07/25 Check if self-employed ☐ PTIN P00928918 Firm's EIN 42-0714325 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 AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission:TO CONNECT PEOPLE WITH NATURE TO INSPIRE COMPASSION AND CARE FOR OUR
OCEAN PLANET**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

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

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 30,964,221. including grants of \$) (Revenue \$ 34,189,543.)AQUARIUM EXPERIENCE: THE NATIONAL AQUARIUM IS LOCATED IN THE HEART OF
THE INNER HARBOR IN BALTIMORE, MARYLAND. SITUATED ON TWO CITY PIERS
WITH THE CHESAPEAKE BAY ON EITHER SIDE, THE AQUARIUM FEATURES THREE
PAVILIONS AND A LIVING COLLECTION THAT INCLUDES MORE THAN 10,000
ANIMALS FROM MORE THAN 500 SPECIES OF FISH, BIRDS, AMPHIBIANS, REPTILES
AND MAMMALS IN AWARD-WINNING HABITATS. THE NATIONAL AQUARIUM IS
MARYLAND'S LARGEST PAID TOURIST ATTRACTION, WELCOMING MORE THAN 1.2
MILLION VISITORS ANNUALLY. MORE THAN 60 MILLION GUESTS HAVE VISITED THE
AQUARIUM SINCE IT OPENED IN 1981, AND AQUARIUM STAFF MEMBERS ARE
COMMITTED TO GOING TO EXTRAORDINARY LENGTHS TO DELIGHT GUESTS AND
INSPIRE THEM TO ACT TO CONSERVE THE WORLD'S AQUATIC TREASURES. AS AN
ORGANIZATION ACCREDITED BY THE ASSOCIATION OF ZOOS AND AQUARIUMS (AZA),**4b** (Code:) (Expenses \$ 27,763,069. including grants of \$ 20,190,860.) (Revenue \$ 444,783.)CONSERVATION & EDUCATION: THE NATIONAL AQUARIUM IS A NONPROFIT
ORGANIZATION FOCUSED ON CHANGING THE WAY HUMANITY CARES FOR THE OCEAN.
WHAT BEGAN OVER 40 YEARS AGO AS A VISITOR ATTRACTION HAS EVOLVED INTO A
CONSERVATION ORGANIZATION THAT OPERATES A WORLD-CLASS AQUARIUM. THROUGH
UNPARALLELED EXHIBITS, SCIENCE-BASED EDUCATION PROGRAMS AND HANDS-ON
FIELD INITIATIVES, WE ARE CREATING A GLOBAL COMMUNITY OF HOPEFUL
CONSERVATIONISTS, UNITED TO RESTORE OUR PLANET, DRIVEN BY OUR MISSION
TO CONNECT PEOPLE WITH NATURE TO INSPIRE COMPASSION AND CARE FOR OUR
OCEAN PLANET. WE ARE AT THE FOREFRONT OF EFFORTS TO INCREASE PUBLIC
AWARENESS OF THE CHALLENGES FACING OUR COASTS AND OCEANS AND TO LEAD
DIRECT ACTION TO IMPROVE THE HEALTH OF THE BALTIMORE HARBOR, THE
CHESAPEAKE BAY AND OCEANS AROUND THE WORLD. THE NATIONAL AQUARIUM IS**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 58,727,290.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	1a 133	
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b 0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 426		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
b If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation on Schedule O</i>	3b	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation on Schedule O</i>	14b		
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15		X
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16		X
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17		

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 on Schedule O. See instructions.

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

☒**Section A. Governing Body and Management**

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	19		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.			
b Enter the number of voting members included on line 1a, above, who are independent	18		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6 Did the organization have members or stockholders?	6		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	X	
b Each committee with authority to act on behalf of the governing body?	8b	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O	9		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☒ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

19 Describe on 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, address, and telephone number of the person who possesses the organization's books and records
LAUREN NGUYEN - 410-576-2296
111 MARKET PLACE, SUITE 800, BALTIMORE, MD 21202

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

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

☒**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) 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.

See the instructions for the order in which to list the persons above.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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) JOHN C. RACANELLI PRESIDENT & CHIEF EXECUTIVE OFFICER	34.00 6.00			X				462,783.	0.	174,987.
(2) VIRGINIA Y. NEWTON SVP/CFO/COO	40.00 1.00			X				355,990.	0.	30,450.
(3) JENNIFER DRIBAN SVP/CHIEF MISSION OFFICER	40.00				X			268,413.	0.	43,187.
(4) MARGOT AMELIA SVP/CHIEF STRATEGY OFFICER	39.00 1.00				X			284,017.	0.	20,757.
(5) SCOTT MELTON SVP/CHIEF PHILANTHROPY OFFICER	40.00				X			259,815.	0.	11,850.
(6) STEPHANIE ALLARD SVP/CHIEF ANIMAL WELFARE OFFICER	40.00				X			223,334.	0.	20,004.
(7) SAMUEL TAWIAH VP OF INFORMATION TECHNOLOGY	40.00					X		172,570.	0.	38,137.
(8) JACQUELINE BERSHAD VP OF PLANNING AND DESIGN	40.00					X		162,381.	0.	38,488.
(9) ALISON DINGER VP OF HR AND ADMINISTRATION	40.00					X		159,069.	0.	33,849.
(10) SEAN BEATTIE VP OF PHILANTHROPY	40.00					X		151,339.	0.	16,151.
(11) KRISTEN ROSENBERGER VP OF FINANCIAL PLANNING & ANALYSIS	40.00					X		155,154.	0.	6,962.
(12) VICTOR ABIAMIRI BOARD MEMBER	1.00	X						0.	0.	0.
(13) ADAM BORDEN BOARD MEMBER	1.00	X						0.	0.	0.
(14) TODD CHESTER BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(15) CELINE COUSTEAU BOARD MEMBER	1.00	X						0.	0.	0.
(16) DAVID DARDIS BOARD MEMBER	1.00	X						0.	0.	0.
(17) COLLEEN DILENSCHNEIDER CHAIR	5.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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) JACK DWYER BOARD MEMBER	1.00	X						0.	0.	0.
(19) NANCY GRASMICK BOARD MEMBER	1.00	X						0.	0.	0.
(20) CHRIS GRIFFITH TREASURER	2.00	X						0.	0.	0.
(21) KATHRYN MATTHEWS BOARD MEMBER	2.00	X						0.	0.	0.
(22) ROBERT MATTHEWS BOARD MEMBER	1.00	X						0.	0.	0.
(23) MAGGIE MCINTOSH BOARD MEMBER	1.00	X						0.	0.	0.
(24) MERRIE MOWEN BOARD MEMBER	2.00 2.00	X						0.	0.	0.
(25) ROY PRATHER, III SECRETARY	2.00	X						0.	0.	0.
(26) JENNIFER REYNOLDS VICE CHAIR	2.00	X						0.	0.	0.
1b Subtotal								2,654,865.	0.	434,822.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								2,654,865.	0.	434,822.

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

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- 3** Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 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*
- 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*

	Yes	No
3		X
4	X	
5		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
WHITING TURNER CONTRACTING CO PO BOX 17596, BALTIMORE, MD 21297	CONSTRUCTION & DESIGN	5,607,705.
IMPACTS EXPERIENCE LLC, 1048 SINCLAIR POINTE, SAINT SIMONS ISLAND, GA 31522	ADVERTISING	2,300,000.
ARAMARK SERVICES PO BOX 978839, DALLAS, TX 75397	FACILITY & MAINTENANCE	1,308,582.
WHHLS LLC PO BOX 936650, ATLANTA, GA 31193	MEDIA & ADVERTISING CAMPAIGN	1,233,029.
JOHNSON CONTROLS PO BOX 730068, DALLAS, TX 75373	FACILITY & MAINTENANCE	1,081,980.

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

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SEE PART VII, SECTION A CONTINUATION SHEETS

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[illegible]

Part VIII Statement of Revenue

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

☒ X

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b	6,035,919.			
	c	Fundraising events	1c				
	d	Related organizations	1d	15,856,119.			
	e	Government grants (contributions)	1e	1,668,036.			
	f	All other contributions, gifts, grants, and similar amounts not included above ...	1f	5,176,148.			
	g	Noncash contributions included in lines 1a-1f	1g	\$ 14,739,411.			
	h	Total. Add lines 1a-1f		28,736,222.			
Program Service Revenue	2 a	ADMISSIONS	Business Code	713990	29,483,790.	29,483,790.	
	b	CONSIGNMENT		713990	1,220,223.	1,220,223.	
	c	SCHOOL GROUPS		900099	1,038,989.	1,038,989.	
	d	IMMERSION TOURS		713990	919,892.	919,892.	
	e	4D		900099	732,087.	732,087.	
	f	All other program service revenue		722320	1,590,978.	859,824.	731,154.
	g	Total. Add lines 2a-2f			34,985,959.		
	3	Investment income (including dividends, interest, and other similar amounts)			723,593.		723,593.
4	Income from investment of tax-exempt bond proceeds						
5	Royalties			3,125.		3,125.	
Other Revenue	6 a	Gross rents	6a	(i) Real	(ii) Personal		
	b	Less: rental expenses ...	6b				
	c	Rental income or (loss)	6c				
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	7a	(i) Securities	(ii) Other		
	b	Less: cost or other basis and sales expenses	7b		657.		
	c	Gain or (loss)	7c		6,349,456.		
	d	Net gain or (loss)			6,349,456.		6,349,456.
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	8a				
	b	Less: direct expenses	8b				
	c	Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities. See Part IV, line 19	9a				
	b	Less: direct expenses	9b				
	c	Net income or (loss) from gaming activities					
	10 a	Gross sales of inventory, less returns and allowances	10a				
	b	Less: cost of goods sold	10b				
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue	11 a	COMMISSION-GIFT SHOP	Business Code	722320	2,268,553.		2,268,553.
	b	FOOD SERVICE		722100	769,963.		769,963.
	c	PHOTOS		900004	379,521.	379,521.	
	d	All other revenue		900099	159,394.		159,394.
	e	Total. Add lines 11a-11d			3,577,431.		
	12	Total revenue. See instructions			74,375,786.	34,634,326.	731,154.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...	20,156,119.	20,156,119.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	34,741.	34,741.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,155,587.	1,471,601.	360,780.	323,206.
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	18,213,597.	13,745,159.	1,602,197.	2,866,241.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	579,900.	138,966.	380,506.	60,428.
9 Other employee benefits	1,518,349.	363,854.	996,277.	158,218.
10 Payroll taxes	1,396,421.	334,635.	916,273.	145,513.
11 Fees for services (nonemployees):				
a Management				
b Legal	117,364.	33,256.	37,483.	46,625.
c Accounting	153,623.	43,530.	49,063.	61,030.
d Lobbying	157,793.		157,793.	
e Professional fundraising services. See Part IV, line 17	643,708.			643,708.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	7,036,584.	5,661,555.	974,001.	401,028.
12 Advertising and promotion	3,958,946.	49,778.	3,870,471.	38,697.
13 Office expenses	819,175.	458,190.	297,338.	63,647.
14 Information technology				
15 Royalties				
16 Occupancy	3,715,390.	3,620,645.	41,451.	53,294.
17 Travel	573,909.	493,833.	33,551.	46,525.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	106,562.	78,020.	10,961.	17,581.
20 Interest	853,472.	90,024.	762,650.	798.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	8,535,401.	7,250,532.	562,131.	722,738.
23 Insurance	732,858.	616,021.	51,033.	65,804.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a PROGRAM EXPENSES	2,302,283.	2,228,405.	66,596.	7,282.
b DUES AND SUBSCRIPTIONS	1,303,505.	954,547.	200,224.	148,734.
c BANK & CREDIT CARD FEES	936,588.	787,202.	64,537.	84,849.
d MISCELLANEOUS EXPENSE	239,557.	110,901.	79,726.	48,930.
e All other expenses	7,687.	5,776.	1,292.	619.
25 Total functional expenses. Add lines 1 through 24e	76,249,119.	58,727,290.	11,516,334.	6,005,495.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	5,367,920.	1	3,205,666.
	2 Savings and temporary cash investments	18,195,740.	2	10,782,894.
	3 Pledges and grants receivable, net	1,508,261.	3	2,324,167.
	4 Accounts receivable, net	1,140,182.	4	1,094,343.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net	13,613,540.	7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	677,769.	9	1,214,680.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 256,254,602.		
	b Less: accumulated depreciation	10b 179,385,702.		
		62,283,267.	10c	76,868,900.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	6,080,325.	15	6,003,218.	
16 Total assets. Add lines 1 through 15 (must equal line 33)	108,867,004.	16	101,493,868.	
Liabilities	17 Accounts payable and accrued expenses	6,347,820.	17	3,878,630.
	18 Grants payable		18	
	19 Deferred revenue	4,651,602.	19	4,108,357.
	20 Tax-exempt bond liabilities	25,799,569.	20	23,624,836.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	7,636,313.	25	7,138,648.
	26 Total liabilities. Add lines 17 through 25	44,435,304.	26	38,750,471.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here ☒			
	and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	58,763,821.	27	59,671,273.
	28 Net assets with donor restrictions	5,667,879.	28	3,072,124.
	Organizations that do not follow FASB ASC 958, check here ☐			
	and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
32 Total net assets or fund balances	64,431,700.	32	62,743,397.	
33 Total liabilities and net assets/fund balances	108,867,004.	33	101,493,868.	

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Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	74,375,786.
2	Total expenses (must equal Part IX, column (A), line 25)	2	76,249,119.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,873,333.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	64,431,700.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	185,030.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	62,743,397.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____		

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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) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First 5 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

14 Public support percentage for 2024 (line 6, column (f), divided by line 11, column (f))	14	%
15 Public support percentage from 2023 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2024. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
b 33 1/3% support test - 2023. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
17a 10% -facts-and-circumstances test - 2024. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		☐
b 10% -facts-and-circumstances test - 2023. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		☐
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		☐

Schedule A (Form 990) 2024

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

(Complete only if you checked the box on line 10 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) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	12,407,755.	28,854,231.	19,586,701.	16,175,128.	28,736,222.	105,760,037.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	11,590,951.	29,276,169.	31,479,061.	34,407,842.	34,254,805.	141,008,828.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	23,998,706.	58,130,400.	51,065,762.	50,582,970.	62,991,027.	246,768,865.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	1,270,266.	1,507,702.	1,234,539.	585,675.	388,814.	4,986,996.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b	1,270,266.	1,507,702.	1,234,539.	585,675.	388,814.	4,986,996.
8 Public support. (Subtract line 7c from line 6.)						241,781,869.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
9 Amounts from line 6	23,998,706.	58,130,400.	51,065,762.	50,582,970.	62,991,027.	246,768,865.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	270,721.	195,286.	306,403.	1,084,733.	726,718.	2,583,861.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975		12,420.	45,632.	1,755.	26,253.	86,060.
c Add lines 10a and 10b	270,721.	207,706.	352,035.	1,086,488.	752,971.	2,669,921.
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	1,012,825.	2,172,872.	3,093,477.	3,532,814.	3,577,431.	13,389,419.
13 Total support. (Add lines 9, 10c, 11, and 12.)	25,282,252.	60,510,978.	54,511,274.	55,202,272.	67,321,429.	262,828,205.

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2024 (line 8, column (f), divided by line 13, column (f))	15	91.99 %
16 Public support percentage from 2023 Schedule A, Part III, line 15	16	92.14 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2024 (line 10c, column (f), divided by line 13, column (f))	17	1.02 %
18 Investment income percentage from 2023 Schedule A, Part III, line 17	18	.91 %

19a 33 1/3% support tests - 2024. 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 - 2023. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization?		
11a		
b A family member of a person described on line 11a above?		
11b		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
1		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
2		
3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
3		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a ☐ The organization satisfied the Activities Test. Complete line 2 below.			
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.			
c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).			
2 Activities Test. Answer lines 2a and 2b below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
2a			
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
2b			
3 Parent of Supported Organizations. Answer lines 3a and 3b below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? If "Yes" or "No," provide details in Part VI .			
3a			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			
3b			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (*explain in Part VI*). **See instructions.**
All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (<i>explain in detail in Part VI</i>):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**Section D - Distributions**

		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2024 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2024	(iii) Distributable Amount for 2024
1 Distributable amount for 2024 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2024 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2024			
a From 2019			
b From 2020			
c From 2021			
d From 2022			
e From 2023			
f Total of lines 3a through 3e			
g Applied to under distributions of prior years			
h Applied to 2024 distributable amount			
i Carryover from 2019 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2024 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2024 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2024, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2024. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2025. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2020			
b Excess from 2021			
c Excess from 2022			
d Excess from 2023			
e Excess from 2024			

Schedule A (Form 990) 2024

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

**Schedule B
(Form 990)**

(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

**Attach to Form 990, 990-EZ, or 990-PF.
Go to www.irs.gov/Form990 for the latest information.**

OMB No. 1545-0047

Name of the organization	Employer identification number
NATIONAL AQUARIUM, 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), 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 its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

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

Schedule B (Form 990) (Rev. 12-2024)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 1,402,717.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2		\$ 1,025,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3		\$ 530,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4		\$ 505,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5		\$ 500,039.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
6		\$ 250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
7		\$ 218,400.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
8		\$ 171,077.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
9		\$ 153,987.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
10		\$ 139,424.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
11		\$ 123,068.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
12		\$ 108,523.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 108,226.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
14		\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
15		\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
16		\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
17		\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
18		\$ 75,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 71,448.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
20		\$ 54,313.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
21		\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
22		\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
23		\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
24		\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 45,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
26		\$ 38,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
27		\$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
28		\$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
29		\$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
30		\$ 31,167.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

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

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		\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
32		\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
33		\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
34		\$ 25,290.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
35		\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
36		\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
38		\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
39		\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
40		\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
41		\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
42		\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 20,712.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
44		\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
45		\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
46		\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
47		\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
48		\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
50		\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
51		\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
52		\$ 14,212.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
53		\$ 12,736.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
54		\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
56		\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
57		\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
58		\$ 11,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
59		\$ 10,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
60		\$ 10,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 10,400.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
62		\$ 10,397.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
63		\$ 10,365.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
64		\$ 10,027.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
65		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
66		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
68		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
69		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
70		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
71		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
72		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
74		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
75		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
76		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
77		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
78		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
80		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
81		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
82		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
83		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
84		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
86		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
87		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
88		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
89		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
90		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
92		\$ 9,447.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
93		\$ 8,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
94		\$ 6,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
95		\$ 6,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
96		\$ 6,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 6,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
98		\$ 6,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
99		\$ 6,441.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
100		\$ 6,200.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
101		\$ 6,118.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
102		\$ 6,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 6,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
104		\$ 5,942.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
105		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
106		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
107		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
108		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
109		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
110		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
111		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
112		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
113		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
114		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
116		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
117		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
118		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
119		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
120		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
121		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
122		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
123		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
124		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
125		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
126		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
127		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
128		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
129		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
130		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
131		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
132		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
134		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
135		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
136		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
137		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
138		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
139		\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
140		\$ 5,055.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
141		\$ 5,049.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
142		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
143		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
144		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
145		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
146		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
147		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
148		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
149		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
150		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
151		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
152		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
153		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
154		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
155		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
156		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
157		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
158		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
159		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
160		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
161		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
162		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
163		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
164		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
165		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
166		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
167		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
168		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
169		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
170		\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
171		\$ 14,453,402.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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
10	STOCK	\$ 139,424.	10/10/24
20	STOCK	\$ 44,313.	02/14/24
30	STOCK	\$ 31,167.	03/21/24
43	STOCK	\$ 20,712.	10/10/24
62	STOCK	\$ 10,397.	08/09/24
99	STOCK	\$ 6,441.	06/06/24

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

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
101	STOCK	\$ 6,118.	01/26/24
141	STOCK	\$ 5,049.	06/04/24
171	PROPERTY, PLANT AND EQUIPMENT	\$ 14,414,522.	12/31/24
		\$	
		\$	
		\$	
		\$	

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

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. once.) \$ _____
Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE C
(Form 990)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under Section 501(c) and Section 527
Complete if the organization is described below. Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2024

Open to Public
Inspection

If the organization answered "Yes" on 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 I-B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and I-C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

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

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

Name of organization NATIONAL AQUARIUM, INC.	Employer identification number (EIN) 52-1121163
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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 campaign activity expenditures	\$	
3 Volunteer hours for political campaign activities		

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 EINs 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) 2024

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

A Check ☒ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grassroots lobbying)		0.	0.
b Total lobbying expenditures to influence a legislative body (direct lobbying)		179,232.	179,232.
c Total lobbying expenditures (add lines 1a and 1b)		179,232.	179,232.
d Other exempt purpose expenditures		75,183,235.	77,675,830.
e Total exempt purpose expenditures (add lines 1c and 1d)		75,362,467.	77,855,062.
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.	1,000,000.
IF the amount on line 1e, column (a) or (b), is:	THEN the lobbying nontaxable amount is:		
not over \$500,000	20% of the amount on line 1e.		
over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.	250,000.
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	0.
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	0.
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes	☐ 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 separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2021	(b) 2022	(c) 2023	(d) 2024	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	175,085.	170,438.	173,266.	179,232.	698,021.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

Schedule C (Form 990) 2024

Part IV Supplemental Information (continued)**Schedule C****Affiliated Group Lobbying Expenditures
Part II -A**Name of Affiliated Group Member
NATIONAL AQUARIUM, INC.Employer ID Number
52-1121163Affiliated Group Member Address
PIER 3 - 501 EAST PRATT STREET
BALTIMORE, MD 21202Electing Member
YES**Limits on Lobbying Expenditures:**

Total lobbying expenditures to influence public opinion (grassroots lobbying)	0.	1a												
Total lobbying expenditures to influence a legislative body (direct lobbying)	179,232.	b												
Total lobbying expenditures (add lines 1a and 1b)	179,232.	c												
Other exempt purpose expenditures	75,183,235.	d												
Total exempt purpose expenditures (add lines 1c and 1d).	75,362,467.	e												
Lobbying nontaxable amount.														
Enter the amount from the following table:														
<table><tr><th>If the amount on line e is:</th><th>The lobbying nontaxable amount is:</th></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>> 500,000 <= 1,000,000</td><td>100,000 + 15% > 500,000</td></tr><tr><td>> 1,000,000 <= 1,500,000</td><td>175,000 + 10% > 1,000,000</td></tr><tr><td>> 1,500,000 <= 17,000,000</td><td>225,000 + 5% > 1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></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													
.....	1,000,000.	f												
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
ACRC LESSOR, INC.Employer ID Number
82-0658936Affiliated Group Member Address
111 MARKET PLACE, STE. 800
BALTIMORE, MD 21202Electing 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	936,047.	d												
Total exempt purpose expenditures (add lines 1c and 1d)	936,047.	e												
Lobbying nontaxable amount.														
Enter the amount from the following table:														
<table border="1"> <thead> <tr> <th>If the amount on line e is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>> 500,000 <= 1,000,000</td> <td>100,000 + 15% > 500,000</td> </tr> <tr> <td>> 1,000,000 <= 1,500,000</td> <td>175,000 + 10% > 1,000,000</td> </tr> <tr> <td>> 1,500,000 <= 17,000,000</td> <td>225,000 + 5% > 1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>	If the amount on line e is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	> 500,000 <= 1,000,000	100,000 + 15% > 500,000	> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000	> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000	Over \$17,000,000	\$1,000,000	165,407.	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)	41,352.	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	1,556,548.	d												
Total exempt purpose expenditures (add lines 1c and 1d)	1,556,548.	e												
Lobbying nontaxable amount.														
Enter the amount from the following table:														
<table border="1"> <thead> <tr> <th>If the amount on line e is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>> 500,000 <= 1,000,000</td> <td>100,000 + 15% > 500,000</td> </tr> <tr> <td>> 1,000,000 <= 1,500,000</td> <td>175,000 + 10% > 1,000,000</td> </tr> <tr> <td>> 1,500,000 <= 17,000,000</td> <td>225,000 + 5% > 1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>	If the amount on line e is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	> 500,000 <= 1,000,000	100,000 + 15% > 500,000	> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000	> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000	Over \$17,000,000	\$1,000,000	227,827.	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)	56,957.	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)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

NATIONAL AQUARIUM, 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" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of 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?	☐ Yes	☐ 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?	☐ Yes	☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" on 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 (for example, recreation or education)	☐ Preservation of a 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 on line 2a	2c
d Number of conservation easements included on line 2c acquired after July 25, 2006, 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, handling of violations, and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year

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

☐ Yes ☐ No

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

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

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

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

b If the organization elected, as permitted under FASB 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) Revenue included on Form 990, Part VIII, line 1	\$	3,400.
(ii) Assets included in Form 990, Part X	\$	151,144.

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 FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1	\$	
b Assets included in Form 990, Part X	\$	

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

Schedule D (Form 990) (Rev. 12-2024)

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 make significant use of its collection items (check all that apply).

a ☒ Public exhibition

d ☐ Loan or exchange program

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☒ No

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

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

Part V Endowment Funds Complete if the organization answered "Yes" on 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	5,307,649.	5,019,155.	6,111,376.	5,634,888.	5,059,224.
b Contributions					
c Net investment earnings, gains, and losses	375,755.	563,558.	-1,092,221.	706,523.	761,565.
d Grants or scholarships					
e Other expenditures for facilities and programs	266,884.	275,064.		230,035.	185,901.
f Administrative expenses					
g End of year balance	5,416,520.	5,307,649.	5,019,155.	6,111,376.	5,634,888.

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

a Board designated or quasi-endowment _____ %

b Permanent endowment 100 %

c Term endowment _____ %

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

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

(i) Unrelated organizations? _____

(ii) Related organizations? _____

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

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

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

Part VI Land, Buildings, and Equipment

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,362,888.		1,362,888.
b Buildings		211,527,965.	149,828,291.	61,699,674.
c Leasehold improvements				
d Equipment		40,682,709.	29,557,411.	11,125,298.
e Other		2,681,040.		2,681,040.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B))				76,868,900.

Part VII Investments - Other Securities

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets

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

(a) Description	(b) Book value
(1) 457(F) PLAN ASSETS	399,027.
(2) RIGHT OF USE ASSETS - FINANCE	165,699.
(3) RIGHT OF USE ASSETS - OPERATING	4,220,282.
(4) INTEREST RATE SWAP ASSET	1,218,210.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 15, col. (B))	6,003,218.

Part X Other Liabilities

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) 457(F) PLAN LIABILITY	399,027.
(3) LEASE LIABILITIES - FINANCE	866,705.
(4) LEASE LIABILITIES - OPERATING	5,872,916.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B))	7,138,648.

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	61,521,694.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	346,447.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	-11,688,989.
e	Add lines 2a through 2d	2e	-11,342,542.
3	Subtract line 2e from line 1	3	72,864,236.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	1,511,550.
c	Add lines 4a and 4b	4c	1,511,550.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	74,375,786.

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

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

1	Total expenses and losses per audited financial statements	1	57,279,635.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	346,447.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	2,339,711.
e	Add lines 2a through 2d	2e	2,686,158.
3	Subtract line 2e from line 1	3	54,593,477.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	21,655,642.
c	Add lines 4a and 4b	4c	21,655,642.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	76,249,119.

Part XIII Supplemental Information

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

PART III, LINE 1A:

THE COLLECTION INCLUDES A 6 FT. TALL, 15-FOOT WIDE MURAL HONORING THE CONTRIBUTIONS OF FORMER MAYOR WILLIAM DONALD SCHAEFER IN REVITALIZING THE INNER HARBOR.

PART V, LINE 4:

THE ENDOWMENT FUNDS ARE HELD BY THE NATIONAL AQUARIUM 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 SECONDARY INCOME WILL BE A SECONDARY CONSIDERATION.

PART X, LINE 2:

THE AQUARIUM AND ITS SUBSIDIARIES ARE GENERALLY EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC).

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 CONSOLIDATED FINANCIAL STATEMENTS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

INCOME OF THE NATIONAL AQUARIUM FOUNDATION, INC.	2,445,001.
INCOME OF ACRC LESSOR, INC.	-14,319,967.
GAIN ON INTEREST RATE SWAP	185,977.

Part XIII

Supplemental Information

(continued)

TOTAL TO SCHEDULE D, PART XI, LINE 2D

-11,688,989.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

INCOME ELIMINATED ON THE CONSOLIDATED FINANCIAL STATEMENTS

1,511,550.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES OF THE NATIONAL AQUARIUM FOUNDATION, INC.

1,402,717.

EXPENSES OF ACRC LESSOR, INC.

936,047.

RECLASSIFICATION OF EXTINGUISHMENT OF DEBT

947.

TOTAL TO SCHEDULE D, PART XII, LINE 2D

2,339,711.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

EXPENSES ELIMINATED ON THE CONSOLIDATED FINANCIAL STATEMENTS

1,511,550.

LOAN FORGIVENESS INCLUDED IN GRANT EXPENSE ON FORM 990

20,144,092.

TOTAL TO SCHEDULE D, PART XII, LINE 4B

21,655,642.

SCHEDULE G
(Form 990)

(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public Inspection

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

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
a [X] Mail solicitations
b [X] Internet and email solicitations
c [X] Phone solicitations
d [X] In-person solicitations
e [X] Solicitation of nongovernment grants
f [X] Solicitation of government grants
g [] Special fundraising events
2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? [X] Yes [] No
b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col. (i), (vi) Amount paid to (or retained by) organization. Includes entry for SCHULTZ & WILLIAMS - 1617 JFK BOULEVARD, STE 1700, FUNDRAISING CONSULTANT.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				
11 Net income summary. Subtract line 10 from line 3, column (d)					

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					
8 Net gaming income summary. Subtract line 7 from line 1, column (d)					

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11** Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity conducted in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name _____

Address _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____

c If "Yes," enter the name and address of the third party:

Name _____

Address _____

- 16** Gaming manager information:

Name _____

Gaming manager compensation \$ _____

Description of services provided _____

☐ Director/officer ☐ Employee ☐ Independent contractor

- 17** Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: SCHULTZ & WILLIAMS

(I) ADDRESS OF FUNDRAISER:

1617 JFK BOULEVARD, STE 1700, PHILADELPHIA, PA 19103

SCHEDULE G, PART I, LINE 2B, COLUMN IV, GROSS RECEIPTS FROM ACTIVITY:

THESE COSTS MEET THE DEFINITION OF PROFESSIONAL FUNDRAISING FEES,
HOWEVER THEY WERE NOT TIED DIRECTLY TO SPECIFIC CAMPAIGNS THAT WOULD BE
REFLECTED IN PART I AS "GROSS RECEIPTS FROM ACTIVITY".

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization
NATIONAL AQUARIUM, 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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
ACRC LESSOR, INC 111 MARKET PL, STE 800 BALTIMORE, MD 21202	82-0658936	501(C)(3)	20,144,092.	0.			LOAN FORGIVENESS

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

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

Part III

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
HENRY HALL FELLOWS	5	12,350.	0.		
HENRY HALL SCHOLARSHIPS	9	5,000.	0.		
WHAT LIVES IN THE HARBOR? INTERNS	27	11,251.	0.		
WHAT LIVES IN THE HARBOR? TEACHERS	11	2,340.	0.		
TEACHER PROFESSIONAL DEVELOPMENT	38	3,800.	0.		

Part IV

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

PART I, LINE 2:

NATIONAL AQUARIUM FOUNDATION BOARD MONITORS PORTFOLIO PERFORMANCE AND DISTRIBUTIONS OF FUNDS. PROGRAM SCHOLARSHIPS ARE MONITORED AND AWARDED BY NATIONAL AQUARIUM CONSERVATION & EDUCATION LEADERSHIP.

SCHEDULE J
(Form 990)

(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

NATIONAL AQUARIUM, INC.

Employer identification number

52-1121163

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☒ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| ☒ Compensation committee | ☐ Written employment contract |
| ☒ Independent compensation consultant | ☒ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a Receive a severance payment or change-of-control payment?
- b Participate in or receive payment from a supplemental nonqualified retirement plan?
- c Participate in or receive payment from an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a The organization?
- b Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a The organization?
- b Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on 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

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b		X

2		X
---	--	---

--	--	--

4a		X
----	--	---

4b	X	
----	---	--

4c		X
----	--	---

--	--	--

5a		X
----	--	---

5b		X
----	--	---

--	--	--

6a		X
----	--	---

6b		X
----	--	---

--	--	--

7		X
---	--	---

8		X
---	--	---

9		
---	--	--

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

Schedule J (Form 990) (Rev. 12-2024)

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 on 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 aren't listed on Form 990, Part VII.

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JOHN C. RACANELLI PRESIDENT & CHIEF EXECUTIVE OFFICER	(i)	453,473.	0.	9,310.	128,325.	46,662.	637,770.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) VIRGINIA Y. NEWTON SVP/CFO/COO	(i)	355,276.	0.	714.	10,602.	19,848.	386,440.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) JENNIFER DRIBAN SVP/CHIEF MISSION OFFICER	(i)	268,263.	0.	150.	8,074.	35,113.	311,600.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) MARGOT AMELIA SVP/CHIEF STRATEGY OFFICER	(i)	283,768.	0.	249.	6,242.	14,515.	304,774.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) SCOTT MELTON SVP/CHIEF PHILANTHROPY OFFICER	(i)	259,649.	0.	166.	9,093.	2,757.	271,665.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) STEPHANIE ALLARD SVP/CHIEF ANIMAL WELFARE OFFICER	(i)	223,085.	0.	249.	7,986.	12,018.	243,338.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) SAMUEL TAWIAH VP OF INFORMATION TECHNOLOGY	(i)	171,964.	0.	606.	6,455.	31,682.	210,707.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) JACQUELINE BERSHAD VP OF PLANNING AND DESIGN	(i)	162,381.	0.	0.	4,541.	33,947.	200,869.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) ALISON DINGER VP OF HR AND ADMINISTRATION	(i)	158,880.	0.	189.	5,889.	27,960.	192,918.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) SEAN BEATTIE VP OF PHILANTHROPY	(i)	151,083.	0.	256.	5,418.	10,733.	167,490.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) KRISTEN ROSENBERGER VP OF FINANCIAL PLANNING & ANALYSIS	(i)	155,154.	0.	0.	5,427.	1,535.	162,116.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A:

THE AQUARIUM'S EXPENSE POLICY EXCLUDES FIRST CLASS TRAVEL. HOWEVER, AN
EXCEPTION WAS MADE FOR TWO INTERNATIONAL TRAVEL TRIPS IN 2024 FOR THE CEO.
THIS BENEFIT WAS NOT INCLUDED IN HIS TAXABLE COMPENSATION.

PART I, LINE 4B:

THE PRESIDENT AND CEO, JOHN RACANELLI PARTICIPATES IN A 457(F) NONQUALIFIED
RETIREMENT PLAN. DURING THE TAX YEAR, \$116,250 WAS SET ASIDE AS A
CONTRIBUTION TO HIS SECTION 457(F) ACCOUNT.

Supplemental Information on Tax-Exempt Bonds
Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions,
explanations, and any additional information in Part VI.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization NATIONAL AQUARIUM, INC.	Employer identification number 52-1121163
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Part I	Bond Issues											
	(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
A	MIDFA SERIES A & B 2019	52-6002033	NONEAVAIL	05/30/19	32,609,000.	REFUND OF PRIOR ISSUE (2012) & REFINANCE		X		X		X
B												
C												
D												

Part II	Proceeds								
		A		B		C		D	
		10,261,195.							
1		Amount of bonds retired		32,609,000.					
2		Amount of bonds legally defeased							
3		Total proceeds of issue							
4		Gross proceeds in reserve funds							
5		Capitalized interest from proceeds							
6		Proceeds in refunding escrows							
7		Issuance costs from proceeds		343,650.					
8		Credit enhancement from proceeds							
9		Working capital expenditures from proceeds							
10		Capital expenditures from proceeds							
11		Other spent proceeds		32,265,350.					
12		Other unspent proceeds							
13		Year of substantial completion		2019					
		Yes	No	Yes	No	Yes	No	Yes	No
14		Were the bonds issued as part of a refunding issue of tax-exempt bonds (or, if issued prior to 2018, a current refunding issue)?		X					
15		Were the bonds issued as part of a refunding issue of taxable bonds (or, if issued prior to 2018, an advance refunding issue)?		X					
16		Has the final allocation of proceeds been made?		X					
17		Does the organization maintain adequate books and records to support the final allocation of proceeds?		X					

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

Schedule K (Form 990) (Rev. 12-2024)

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X							
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?	X							
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d 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? ...								
4 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		%		%		%		%
5 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		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X							
b Exception to rebate?		X						
c No rebate due?		X						
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X							

SCHEDULE L
(Form 990)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c; or Form 990-EZ, Part V, line 38a or 40b.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public
Inspection

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

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and section 501(c)(29) organizations only)

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

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

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

Part II Loans to and/or From Interested Persons

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

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

Part III Grants or Assistance Benefiting Interested Persons

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

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

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

Complete if the organizations answered "Yes" on Form 990, Part IV, line 29 or 30.
Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2024

Open to Public
Inspection

Name of the organization

NATIONAL AQUARIUM, INC.

Employer identification number

52-1121163

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	1	5,900.	FAIR MARKET VALUE
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	13	306,998.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other ...				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other	X	1	14,414,522.	BOOK VALUE
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (SUPPLIES)	X	2	6,432.	FAIR MARKET VALUE
26 Other (FOOD AND BEVERA)	X	3	5,599.	FAIR MARKET VALUE
27 Other ()				
28 Other ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part V, Donee Acknowledgement 29 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported on Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) 2024

Part II

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

SCHEDULE M, PART I, COLUMN (B):
REPORTING THE NUMBER OF CONTRIBUTIONS

SCHEDULE M, PART I, LINE 32B:
FOR NONCASH CONTRIBUTIONS THAT THE AQUARIUM CANNOT USE, IT IS SOLD AT
AN AUCTION AND PROCEEDS ARE USED TO DETERMINE FMV AND BENEFIT THE
AQUARIUM.

SCHEDULE O
(Form 990)

(Rev. December 2024)

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 Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public
Inspection

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

FORM 990, PART I, LINE 6:
THE ORGANIZATION USES THE SERVICES OF VOLUNTEERS TO REALIZE ITS MISSION TO CONNECT PEOPLE WITH NATURE TO INSPIRE COMPASSION AND CARE FOR OUR OCEAN PLANET. THE ORGANIZATION IS VERY APPRECIATIVE OF ALL THE SERVICE FROM OUR VOLUNTEERS: VOLUNTEER SERVICE HOURS TOTALED 65,834 HOURS, A VALUE OF \$2,204,781. VOLUNTEERS ARE ESSENTIAL FOR OUR MISSION, AND THE NATIONAL AQUARIUM IS ALWAYS LOOKING FOR MORE VOLUNTEERS TO BECOME A PART OF THE COMMUNITY AND ASSIST THE AQUARIUM IN GETTING ITS MESSAGE OUT TO THE MORE THAN 1.2 MILLION VISITORS WHO VISIT THE AQUARIUM ANNUALLY.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:
THE NATIONAL AQUARIUM MAINTAINS THE HIGHEST POSSIBLE STANDARDS OF EXCELLENCE IN ALL ASPECTS OF ANIMAL CARE IN ORDER TO ADVANCE ANIMAL HEALTH, HUSBANDRY AND WELFARE PRACTICES. IN ADDITION TO PROVIDING THE BEST POSSIBLE CARE FOR ALL ANIMALS AT THE AQUARIUM, STAFF CONDUCT SCIENTIFIC RESEARCH AND FIELD WORK TO SUPPORT SPECIES AND HABITAT CONSERVATION, WITH A STRONG EMPHASIS ON THE CHESAPEAKE BAY. CURRENT EXHIBITS AT THE NATIONAL AQUARIUM INCLUDE AMAZON RIVER FOREST, ATLANTIC CORAL REEF, ATLANTIC TO PACIFIC, AUSTRALIA: WILD EXTREMES, BLACKTIP REEF, DOLPHIN DISCOVERY, JELLIES INVASION, HARBOR WETLAND, LIVING SEASHORE, MARYLAND EXPERIENCE, SHARK ALLEY, SURVIVING ADAPTATION, TROPICAL RAINFOREST, HARRY AND JEANETTE WEINBERG WATERFRONT PARK, AND THE 4D IMMERSION THEATER.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:
ALSO COMMITTED TO EDUCATING STUDENTS OF ALL AGES ABOUT THE ENVIRONMENT AND THE OCEAN. BY GETTING THEIR BOOTS WET AND THEIR HANDS DIRTY, STUDENTS WHO PARTICIPATE IN THE NATIONAL AQUARIUM'S EDUCATION PROGRAMS HAVE OPPORTUNITIES TO EXPLORE THEIR SKILLS AND INTERESTS, AND MAKE EMOTIONAL CONNECTIONS TO THE ENVIRONMENT AND OUR BLUE PLANET. MORE THAN 56,000 MARYLAND STUDENTS VISIT THE NATIONAL AQUARIUM FREE OF CHARGE EACH YEAR, WHERE THEY BECOME IMMersed IN THE WORLD OF WATER AND LEARN MORE ABOUT PROTECTING ANIMALS AND THEIR HABITATS.

FORM 990, PART VI, SECTION B, LINE 11B:
PRIOR TO THE FILING OF THE FORM 990, THE AUDIT COMMITTEE WILL REVIEW THE FORM DURING LIVE MEETING. THEN A COPY OF THE FORM IS 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 REQUIRED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE AND INDICATE ANY POTENTIAL CONFLICTS. A SUMMARY OF THE DISCLOSURES IS REVIEWED 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

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

ANNUALLY BY AN INDEPENDENT COMPENSATION COMMITTEE OF THE BOARD AND UPDATED AS PRUDENT BASED ON INFORMATION RECEIVED FROM INDEPENDENT COMPENSATION STUDIES, 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. COMPENSATION STUDIES AND SURVEYS ARE USED TO ESTABLISH THEIR COMPENSATION.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AR,AL,CA,CO,CT,DC,FL,GA,HI,IL,KS,KY,MA,MD,ME,MI,MS,MN,NC,ND,NJ,NH,NM,NV,NY
OH,OK,PA,RI,SC,TN,UT,VA,WA,WI,WV,OR

FORM 990, PART VI, SECTION C, LINE 19:
NATIONAL AQUARIUM, 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, INC.'S ANNUAL REPORT. THEY ARE ALSO AVAILABLE THROUGH NOT-FOR-PROFIT INTERNET PORTALS SUCH AS GUIDESTAR AND CHARITY NAVIGATOR. THESE DOCUMENTS ARE AVAILABLE FOR THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D).

FORM 990, PART VII, COLUMN B:
THE AVERAGE HOURS PER WEEK LISTED ARE STANDARD PAYROLL HOURS. ACTUAL HOURS WORKED ARE GREATER THAN 40.

FORM 990, PART VIII, PART IX, AND PART X:
IN 2017, THE AQUARIUM ENTERED A NEW MARKET TAX CREDIT (NMTC) TRANSACTION THAT ALLOWED FOR PARTIAL FUNDING OF THE BUILD OF THE ANIMAL CARE AND RESCUE CENTER. IN 2024, FOLLOWING THE REQUIRED 7-YEAR COMPLIANCE PERIOD, THE AQUARIUM UNWOUND THIS NMTC TRANSACTION. AS A RESULT OF THE UNWIND, NAI BECAME THE OWNER OF LEVERAGE LOANS TO ACRC LENDER, LLC, A DISREGARDED ENTITY, AND THE QLCI LOANS OWED BY ACRC LESSOR, INC., A RELATED ORGANIZATION. THESE RELATED LOANS WERE FORGIVEN BETWEEN LENDER AND NAI AND NAI AND LESSOR. THERE IS A NET GAIN OF \$6,349,456 AS A RESULT OF THE NMTC LOAN FORGIVENESS. AS OF 12/31/24, BOTH LENDER AND LESSOR WERE DISSOLVED.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:	
LOSS ON INTEREST RATE SWAP	185,977.
LOSS ON EXTINGUISHMENT OF DEBT	-947.
TOTAL TO FORM 990, PART XI, LINE 9	185,030.

**SCHEDULE R
(Form 990)**

(Rev. January 2025)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization

NATIONAL AQUARIUM, INC.

Employer identification number

52-1121163

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
ACRC LENDER, LLC 111 MARKET PLACE, SUITE 800 BALTIMORE, MD 21202	LEVERAGED LENDER IN NMTC TRANSACTION	MARYLAND	0.	0.	NATIONAL AQUARIUM, INC.
NANI, LLC 111 MARKET PLACE, SUITE 800 BALTIMORE, MD 21202	REAL ESTATE HOLDING	MARYLAND	0.	0.	NATIONAL AQUARIUM, INC.
2328 CEDLEY STREET, LLC 111 MARKET PLACE, SUITE 800 BALTIMORE, MD 21202	REAL ESTATE HOLDING	MARYLAND	0.	80,000.	NATIONAL AQUARIUM, INC.

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
NATIONAL AQUARIUM FOUNDATION, INC. - 52-1301162, 111 MARKET PLACE, BALTIMORE, MD 21202	SUPPORTING ORGANIZATION	MARYLAND	501(C)(3)	LINE 12A, I	NATIONAL AQUARIUM, INC.	X	
ACRC LESSOR, INC. - 82-0658936 111 MARKET PLACE BALTIMORE, MD 21202	SUPPORTING ORGANIZATION	MARYLAND	501(C)(3)	LINE 12B, II	N/A		X

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

Schedule R (Form 990) (Rev. 1-2025)

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
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?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	1s	X
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.		

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) NATIONAL AQUARIUM FOUNDATION, INC	C	1,402,717.	FMV
(2)			
(3)			
(4)			
(5)			
(6)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

PART I, IDENTIFICATION OF DISREGARDED ENTITIES:

ACRC LENDER, LLC WAS DISSOLVED AS OF 12/31/24.

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

ACRC LESSOR, INC WAS DISSOLVED AS OF 12/31/24.