




See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) ▶ The organization may have to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0047 2011 Open to Public Inspection
---	--	---

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011		
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization NATIONAL AQUARIUM IN BALTIMORE INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite PIER 3 - 501 EAST PRATT STREET City or town, state or country, and ZIP + 4 BALTIMORE, MD 21202	D Employer identification number 52-1121163
		E Telephone number (410) 576-3800
		G Gross receipts \$ 40,984,501
	F Name and address of principal officer JOHN C RACANELLI PIER 3 - 501 EAST PRATT STREET BALTIMORE, MD 21202	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.AQUA.ORG		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1976
		M State of legal domicile MD

Part I		Summary	
Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO INSPIRE CONSERVATION OF THE WORLD'S AQUATIC TREASURES 		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	22
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	20
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	576
	6 Total number of volunteers (estimate if necessary)	6	1,187
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	3,045,235
b Net unrelated business taxable income from Form 990-T, line 34	7b	-1,068,573	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	9,122,650	10,800,012
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	27,572,026	27,834,611
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	163	161
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,149,885	2,349,717
		39,844,724	40,984,501
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	118,365	112,998
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	16,096,671	15,392,065
	16a Professional fundraising fees (Part IX, column (A), line 11e)	180,000	2,255
	b Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 1,124,571		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	23,275,461	22,818,565
	19 Revenue less expenses Subtract line 18 from line 12	39,670,497	38,325,883
Net Assets or Fund Balances		174,227	2,658,618
		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	101,236,531	103,332,181
	21 Total liabilities (Part X, line 26)	35,505,407	34,942,439
22 Net assets or fund balances Subtract line 21 from line 20	65,731,124	68,389,742	

Part II Signature Block				
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
Sign Here	***** Signature of officer		2012-07-27 Date	
	BRUCE S HOFFBERGER CFO Type or print name and title			
Paid Preparer's Use Only	Preparer's signature ▶ JULIA FLANNERY	Date	Check if self-employed ▶ <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions) P00928918
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	MCGLADREY LLP 100 INTERNATIONAL DRIVE SUITE 1400 BALTIMORE, MD 21202		EIN ▶ 42-0714325
				Phone no ▶ (410) 246-9300
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization's mission

TO INSPIRE CONSERVATION OF THE WORLD'S AQUATIC TREASURES

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

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

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

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

4a

(Code) (Expenses \$ 7,537,595 including grants of \$) (Revenue \$)

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

4b

(Code) (Expenses \$ 4,128,040 including grants of \$ 112,998) (Revenue \$)

CONSERVATION EDUCATIONTHE NATIONAL AQUARIUM'S EDUCATION PROGRAMS HELP STUDENTS AND TEACHERS GAIN LEADERSHIP SKILLS AND IMPROVE SCIENCE LEARNING, ESPECIALLY AT A TIME WHEN SCHOOL DISTRICTS ARE STRUGGLING TO PROVIDE HANDS-ON LEARNING ENVIRONMENTAL EDUCATION OPPORTUNITIES EACH YEAR, MORE THAN 113,000 STUDENTS AND CHAPTERONES VISIT, WITH APPROXIMATELY 12,000 COMING FROM BALTIMORE CITY, WHICH HAS MANY STRUGGLING SCHOOLS. THE NATIONAL AQUARIUM'S FREE ADMISSION PROGRAM, AVAILABLE TO MARYLAND SCHOOLS, INTRODUCES STUDENTS TO ENVIRONMENTAL CONSERVATION AND MARINE SCIENCE. PROGRAMS FOR TEACHERS AND SCHOOL-AGED YOUTH INCLUDE CURRICULUM SUPPORT, TEACHER ORIENTATIONS, WORKSHOPS, AND OTHER TRAININGS, SCHOOL GROUP TOURS, AND GRADE-APPROPRIATE CLASSROOM PROGRAMS THAT MEET NATIONAL AND STATE CURRICULUM STANDARDS.

4c

(Code) (Expenses \$ 22,520,752 including grants of \$) (Revenue \$ 27,084,094)

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

4d

Other program services (Describe in Schedule O)



















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

4e

Total program service expenses \$ 34,186,387

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> 	1	Yes
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	2	Yes
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> 	3	No
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> 	4	Yes
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i> 	5	No
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> 	6	No
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> 	7	No
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> 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	10	Yes
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> 	11a	Yes
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> 	11b	No
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> 	11c	No
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> 	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	Yes
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> 	11f	Yes
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
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, Part I.</i>	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II and IV.</i>	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III and IV.</i>	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i>	17	No
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>	18	No
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>	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 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	Yes	
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 questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
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		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
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		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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		No
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		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
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		No
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		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance						
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>						
		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	61			
b	Enter the number of Forms W-2G included in 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	Yes			
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	576			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes			
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	Yes			
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 or securities account)?	4a				No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a				No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b				No
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?	6a				No
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	Yes			
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c				No
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				No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f				No
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 and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the 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. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a				
b	Enter the aggregate 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 aggregate amount of reserves on hand.	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a				No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b				

Part VI

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

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	1a	22	
	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	
b	Enter the number of voting members included in line 1a, above, who are independent	1b	20	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6		No
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		No
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		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

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		No
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	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
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	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
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 AL , AK , AZ , AR , CA , CO , CT , DC , FL , GA , IL , KS , KY , MD , ME , MA , MI , MN , MS , NH , NJ , NM , NY , NC , ND , OH , OK , OR , PA , RI , SC , TN , UT , VA , WA , WV , WI
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input checked="" type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. BRUCE HOFFBERGER 111 MARKET PL STE 800 BALTIMORE, MD 21202 (410) 576-3823

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

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

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

[illegible]

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	1,592,127	142,863	232,463

2 Total number of individuals (including but not limited to those listed in Item 1) who received or accrued more than \$100,000 of reportable compensation from the organization. ▶10

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

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶7

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	82,468				
	e	Government grants (contributions)	1e	2,796,981				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	7,920,563				
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f		10,800,012				
Program Service Revenue			Business Code					
	2a	ADMISSIONS	713990	22,972,371	22,972,371			
	b	MEMBERSHIP FEES	900099	2,631,247	2,631,247			
	c	CONSIGNMENT	713990	1,031,901	1,031,901			
	d	CATERED EVENTS	722320	750,517		750,517		
	e	IMMERSION TOURS	713990	401,498	401,498			
	f	All other program service revenue		47,077	47,077			
	g	Total. Add lines 2a-2f		27,834,611				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		161			161	
	4	Income from investment of tax-exempt bond proceeds . .						
	5	Royalties						
	6a	Gross rents	(i) Real	(ii) Personal				
			54,999					
			0					
			54,999					
	d	Net rental income or (loss)		54,999			54,999	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	d	Net gain or (loss)						
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from fundraising events . .						
	9a	Gross income from gaming activities See Part IV, line 19	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from gaming activities . .						
	10a	Gross sales of inventory, less returns and allowances	a					
	b	Less cost of goods sold	b					
	c	Net income or (loss) from sales of inventory . .						
Miscellaneous Revenue		Business Code						
11a	COMMISSION	722320	1,481,814		1,481,814			
b	FOOD SERVICE	722100	464,345		464,345			
c	PHOTOS	900004	348,559		348,559			
d	All other revenue							
e	Total. Add lines 11a-11d		2,294,718					
12	Total revenue. See Instructions		40,984,501	27,084,094	3,045,235	55,160		

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	112,998	112,998		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	1,280,778	1,083,750	116,240	80,788
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	11,265,666	9,527,598	1,025,473	712,595
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	1,961,680	1,668,127	173,751	119,802
10	Payroll taxes	883,941	751,792	78,229	53,920
11	Fees for services (non-employees)				
a	Management				
b	Legal	112,810	102,382	6,444	3,984
c	Accounting	60,582	60,582		
d	Lobbying	102,298	102,298		
e	Professional fundraising See Part IV, line 17	2,255			2,255
f	Investment management fees				
g	Other	3,928,956	2,753,456	1,122,074	53,426
12	Advertising and promotion	2,550,285	2,550,285		
13	Office expenses	3,419,977	2,984,676	375,614	59,687
14	Information technology				
15	Royalties				
16	Occupancy	4,402,570	4,353,618	34,636	14,316
17	Travel	117,579	91,077	24,237	2,265
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	877,881	877,881		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	6,117,076	6,117,076		
23	Insurance	418,912	373,800	31,919	13,193
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	SPECIMEN FOOD	365,916	365,916		
b	RECRUITING	156,609	139,675	11,982	4,952
c	MISCELLANEOUS EXPENSE	71,026	70,967	41	18
d	PROFESSIONAL DEVELOPMEN	53,635	53,635		
e					
f	All other expenses	62,453	44,798	14,285	3,370
25	Total functional expenses. Add lines 1 through 24f	38,325,883	34,186,387	3,014,925	1,124,571
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

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

Part XI Reconciliation of Net Assets

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

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

Part XII Financial Statements and Reporting

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

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

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

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

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions

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

- 1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☒

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See**section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

Part II

Support Schedule for Organizations Described in IRC 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	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage						
14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14					
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15					
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						
b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization						
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization						
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions						

Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	5,952,420	4,239,648	8,302,653	9,122,650	10,800,012	38,417,383
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	28,200,629	28,751,678	28,686,226	27,572,026	27,834,611	141,045,170
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	34,153,049	32,991,326	36,988,879	36,694,676	38,634,623	179,462,553
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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						0
8 Public Support (Subtract line 7c from line 6)						179,462,553

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	34,153,049	32,991,326	36,988,879	36,694,676	38,634,623	179,462,553
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,031,323	1,818,365	1,669,178	1,513,680	55,160	7,087,706
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	2,031,323	1,818,365	1,669,178	1,513,680	55,160	7,087,706
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	908,559	1,363,417	1,172,086	1,636,368	2,294,718	7,375,148
13 Total support (Add lines 9, 10c, 11 and 12)	37,092,931	36,173,108	39,830,143	39,844,724	40,984,501	193,925,407
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage		
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	92.540 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	92.290 %

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	3.650 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	4.670 %
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	<input type="checkbox"/>	

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

Facts And Circumstances Test

Explanation

Additional Data

Software ID:

Software Version:

EIN: 52-1121163

Name: NATIONAL AQUARIUM IN BALTIMORE INC

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JENNIFER REYNOLDS CHAIR	1 00	X		X				0	0	0
WILLIAM ROBERTS IMMEDIATE PAST CHAIR	1 00	X		X				0	0	0
ROBERT CARTER CHAIR-ELECT	1 00	X		X				0	0	0
ANDREW GOOD TREASURER	1 00	X		X				0	0	0
MOHANNAD JISHI SECRETARY	1 00	X		X				0	0	0
RENEE BRONFEIN ADES DIRECTOR	1 00	X						0	0	0
STEPHANIE RAWLINGS BLAKE DIRECTOR	1 00	X						0	0	0
NEAL BORDEN DIRECTOR	1 00	X						0	0	0
DAVID BOWEN DIRECTOR	1 00	X						0	0	0
MARILYN CARP DIRECTOR	1 00	X						0	0	0
ELIJAH CUMMINGS DIRECTOR	1 00	X						0	0	0
WAYNE CURRY DIRECTOR	1 00	X						0	0	0
JAMES DALE DIRECTOR	1 00	X						0	0	0
MARK EDWARD DIRECTOR	1 00	X						0	0	0
RANDALL GRIFFIN DIRECTOR	1 00	X						0	0	0
FRANK GUNTHER DIRECTOR	1 00	X						0	0	0
ORLAN JOHNSON DIRECTOR	1 00	X						0	0	0
BRIAN MCHALE DIRECTOR	1 00	X						0	0	0
DAMIAN O'DOHERTY DIRECTOR	1 00	X						0	0	0
DONALD PETTIT DIRECTOR	1 00	X						0	0	0
CHARLES PHILLIPS DIRECTOR	1 00	X						0	0	0
SCOTT PLANK DIRECTOR	1 00	X						0	0	0
DIANA RAMSAY DIRECTOR	1 00	X						0	0	0
LEE RILEY DIRECTOR	1 00	X						0	0	0
CHARLES ROGERS DIRECTOR	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
MARK SAPPERSTEIN DIRECTOR	1 00	X						0	0	0
WILLIAM SCHAEFER DECEASED DIRECTOR	1 00	X						0	0	0
JIM SEAY DIRECTOR	1 00	X						0	0	0
JOHN C RACANELLI CHIEF EXECUTIVE OFFICER	12 00			X				157,887	0	12,717
DAVID M PITTENGER EXECUTIVE DIR THROUGH 6/30/11	18 00			X				258,633	0	20,281
BRUCE S HOFFBERGER CHIEF FINANCIAL OFFICER	19 00			X				173,942	0	19,964
PAULA SCHAEDLICH CHIEF OPERATING OFFICER	36 00			X				174,597	0	24,833
KATHLEEN SHER VP EXTERNAL AFFAIRS	26 00				X			177,663	0	15,050
JOHN GOODENOW SR DIR OF DEVELOPMENT	28 00				X			174,125	0	24,521
ROBERT RAMIN EXECUTIVE DIRECTOR-NAS	18 00				X			39,733	119,200	27,322
BRENT WHITAKER SR DIR BIOLOGICAL PROGRAMS	36 00					X		131,288	0	27,254
TIMOTHY PULA SR DIR CAPITAL PLANNING	33 00					X		94,650	23,663	20,105
SEAN P DELANEY CONTROLLER	41 00					X		105,698	0	22,625
WILLIAM P MINARIK SR DIR OF VISITOR SERVICES	43 00					X		103,911	0	17,791

SCHEDULE C
(Form 990 or 990-EZ)

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. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

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

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

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

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

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

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

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

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 on behalf of or in opposition to candidates for public office in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> 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 funtion 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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

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


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 (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)		102,298	186,298												
c Total lobbying expenditures (add lines 1a and 1b)		102,298	186,298												
d Other exempt purpose expenditures		34,109,778	36,236,697												
e Total exempt purpose expenditures (add lines 1c and 1d)		34,212,076	36,422,995												
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000	1,000,000												
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		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?		<input type="checkbox"/> Yes <input type="checkbox"/> No													

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

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

Part II-B

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

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

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

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

Part III-B

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

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	2a	
a	Current year		
b	Carryover from last year		
c	Total		
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
------------	------------------	-------------

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
NATIONAL AQUARIUM IN BALTIMORE INC

Employer identification number
52-1121163

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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 <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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

1

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

☐ Preservation of land for public use (e g , recreation or pleasure)☐ Preservation of an historically importantly land area
☐ Protection of natural habitat☐ Preservation of a certified historic structure
☐ Preservation of open space

2

Complete lines 2a–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 Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4

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

5

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

☐ Yes ☐ No

6

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

7

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

8

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

☐ Yes ☐ No

9

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

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

b

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

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

► \$ _____

(ii) Assets included in Form 990, Part X

► \$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2011

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

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- ☐ Public exhibition

☐ Loan or exchange programs
- ☐ Scholarly research

☐ Other
- ☐ 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 XIV

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

2 Provide the estimated percentage of the year end balance held as

- Board designated or quasi-endowment ▶

0 %
- Permanent endowment ▶

56 040 %
- Term endowment ▶

43 960 %

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

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

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

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

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

Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	140,984,501
2	Total expenses (Form 990, Part IX, column (A), line 25)	238,325,883
3	Excess or (deficit) for the year Subtract line 2 from line 1	32,658,618
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 - 8	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	32,658,618

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	145,983,764
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments2a	
b	Donated services and use of facilities2b2,591,492	
c	Recoveries of prior year grants2c	
d	Other (Describe in Part XIV)2d2,603,237	
e	Add lines 2a through 2d	2e5,194,729
3	Subtract line 2e from line 1	340,789,035
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	
a	Investment expenses not included on Form 990, Part VIII, line 7b4a	
b	Other (Describe in Part XIV)4b195,466	
c	Add lines 4a and 4b	4c195,466
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	540,984,501

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	142,926,336
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities2a2,591,492	
b	Prior year adjustments2b	
c	Other losses2c	
d	Other (Describe in Part XIV)2d2,204,427	
e	Add lines 2a through 2d	2e4,795,919
3	Subtract line 2e from line 1	338,130,417
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b4a	
b	Other (Describe in Part XIV)4b195,466	
c	Add lines 4a and 4b	4c195,466
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	538,325,883

Part XIVSupplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ENDOWMENT FUNDS ARE HELD BY THE NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC , A RELATED 501(C)(3) ORGANIZATION THE FOUNDATION'S OBJECTIVE IS TO EARN A RESPECTABLE LONG-TERM, RISK ADJUSTED TOTAL RATE OF RETURN TO SUPPORT THE DESIGNATED PROGRAMS THE FOUNDATION RECOGNIZES AND ACCEPTS THAT PURSUING A RESPECTABLE RATE OF RETURN INVOLVES RISK AND POTENTIAL VOLATILITY THE GENERATION OF CURRENT INCOME WILL BE A SECONDARY CONSIDERATION
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE AQUARIUM HAS ADOPTED THE ACCOUNTING STANDARD ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, WHICH ADDRESSES THE DETERMINATION OF WHETHER TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN SHOULD BE RECORDED IN THE CONSOLIDATED FINANCIAL STATEMENTS UNDER THIS POLICY, THE AQUARIUM MAY RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WOULD BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION MANAGEMENT HAS EVALUATED THE AQUARIUM'S TAX POSITIONS AND HAS CONCLUDED THAT THE AQUARIUM HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH PROVISIONS OF THIS GUIDANCE GENERALLY, THE AQUARIUM IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR THE U S FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2008
PART XII, LINE 2D - OTHER ADJUSTMENTS		INCOME OF THE NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC -595,729 INCOME OF THE CENTER FOR AQUATIC LIFE AND CONSERVATION, INC 418,000 INCOME OF THE NATIONAL AQUARIUM CONSERVATION CENTER 100,577 INCOME OF THE NATIONAL AQUARIUM SOCIETY 2,680,389
PART XII, LINE 4B - OTHER ADJUSTMENTS		INCOME ELIMINATED ON THE CONSOLIDATED FINANCIAL STATEMENTS 195,466
PART XIII, LINE 2D - OTHER ADJUSTMENTS		EXPENSES OF THE NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC 140,828 EXPENSES OF THE CENTER FOR AQUATIC LIFE AND CONSERVATION, INC 18,406 EXPENSES OF THE NATIONAL AQUARIUM CONSERVATION CENTER 512,476 EXPENSES OF THE NATIONAL AQUARIUM SOCIETY 1,532,717
PART XIII, LINE 4B - OTHER ADJUSTMENTS		EXPENSES ELIMINATED ON THE CONSOLIDATED FINANCIAL STATEMENTS 195,466

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
NATIONAL AQUARIUM IN BALTIMORE INC

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number
52-1121163

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) NATIONAL AQUARIUM CONSERVATION CENTER INC111 MARKET PLACE BALTIMORE, MD 21202	27-1428324	501(C)(3)	112,998				GENERAL SUPPORT

2

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

1

3

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

0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

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

Part IV

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE GRANT IS TO A RELATED ORGANIZATION THE BOARD OF DIRECTORS AUTHORIZED THE GRANT AND THE CONTROLLER MONITORS THE USAGE MONTHLY

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

NATIONAL AQUARIUM IN BALTIMORE INC

Employer identification number

52-1121163

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	<div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div></div> <div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div></div> <div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div></div> <div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div></div> <div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div></div> <div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

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

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

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

Part III **Supplemental Information**

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	THE ORGANIZATION PAID CLUB DUES FOR JOHN RACANELLI. THE BENEFIT IS INCLUDED IN HIS TAXABLE COMPENSATION.

<div>Schedule K (Form 990)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Supplemental Information on Tax Exempt Bonds</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990). ▶ Attach to Form 990. ▶ See separate instructions.</div>								OMB No 1545-0047			
									2011			
	Name of the organization NATIONAL AQUARIUM IN BALTIMORE INC								Employer identification number 52-1121163			

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) Pool financing	
							Yes	No	Yes	No	Yes	No
A	MARYLAND INDUSTRIAL DEVELOPMENT FINANCING AUTHORITY	52-6002033	574221CL5	06-01-2002	20,087,198	ADDITIONS TO AQUARIUM		X		X		X
B	MARYLAND INDUSTRIAL DEVELOPMENT FINANCING AUTHORITY	52-6002033	574223CL5	10-07-2009	12,490,000	REFUND OF PRIOR ISSUES		X		X		X

Part II

Proceeds

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

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						

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		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?								
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	0 %							
6	Total of lines 4 and 5	0 %							
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV

Arbitrage

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

Part V

Procedures To Undertake Corrective Action

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

Part VI

Supplemental Information

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

Identifier	Return Reference	Explanation
------------	------------------	-------------

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
NATIONAL AQUARIUM IN BALTIMORE INC

Employer identification number
52-1121163

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

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

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

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total ▶ \$ _____										

Part III Grants or Assistance Benefitting 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 grant or type of assistance

Part IV Business Transactions Involving Interested Persons.					
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.					
(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) VENABLE LLP	NEAL BORDEN	285,609	LEGAL AND LOBBYING SRVS - NEAL BORDEN IS WITH THE LAW FIRM VENABLE, LLP AND A BOARD MEMBER OF THE NATIONAL AQUARIUM IN BALTIMORE, INC NEAL BORDEN'S RELATIONSHIP WITH VENABLE, LLP HAD NO BEARING ON THE NATIONAL AQUARIUM IN BALTIMORE INC UTILIZATION OF THE LAW FIRM IN THE NORMAL COURSE OF BUSINESS		No
(2) CONSTELLATION ENERGY	ANDREW GOOD	1,940,636	UTILITIES - BOARD MEMBER ANDREW GOOD IS A SR VICE PRESIDENT FOR CORPORATE STRATEGY AND DEVELOPMENT OF CONSTELLATION ENERGY AND A BOARD MEMBER OF THE NATIONAL AQUARIUM IN BALTIMORE, INC ANDREW GOODS RELATIONSHIP WITH CONSTELLATION ENERGY HAD NO BEARING ON THE NATIONAL AQUARIUM IN BALTIMORE INC UTILIZATION OF THE COMPANY IN THE NORMAL COURSE OF BUSINESS		No

Part V Supplemental Information		
Complete this part to provide additional information for responses to questions on Schedule L (see instructions)		
Identifier	Return Reference	Explanation

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public
Inspection

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

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	PRIOR TO THE FILING OF THE FORM 990, THE FINANCE AND AUDIT COMMITTEE WILL REVIEW THE FORM AND THEN A COPY OF THE FORM WILL BE PROVIDED ELECTRONICALLY TO ALL BOARD MEMBERS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	AS STATED IN THE ORGANIZATION'S CONFLICT OF INTEREST POLICY , ANNUALLY EACH BOARD MEMBER AND KEY EMPLOYEE IS REQUESTED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE AND INDICATE ANY POTENTIAL CONFLICTS A SUMMARY OF THE DISCLOSURES IS REVIEWED BY THE FINANCE AND AUDIT COMMITTEE OF THE BOARD AND ANY AND ALL APPROPRIATE ACTIONS ARE THEN TAKEN IN ACCORDANCE WITH THE POLICY ADDITIONALLY THE SUMMARY OF DISCLOSURES IS DISTRIBUTED TO KEY EMPLOYEES TO ENHANCE THEIR AWARENESS WHEN CONTEMPLATING AND/OR ENTERING INTO BUSINESS TRANSACTIONS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE COMPENSATION FOR THE CHIEF EXECUTIVE OFFICER IS REVIEWED AND DOCUMENTED ANNUALLY BY AN INDEPENDENT COMPENSATION COMMITTEE OF THE BOARD, AND UPDATED AS PRUDENT BASED ON INFORMATION RECEIVED FROM INDEPENDENT COMPENSATION STUDIES AND SURVEYS, AS WELL AS INFORMATION RECEIVED BY THE COMMITTEE FROM OTHER INTERNAL AND EXTERNAL SOURCES. THE COMPENSATION FOR THE OTHER OFFICERS AND KEY EMPLOYEES IS REVIEWED AND DOCUMENTED ANNUALLY BY AN INDEPENDENT COMPENSATION COMMITTEE OF THE BOARD. COMPENSATION STUDIES AND SURVEYS ARE USED TO ESTABLISH THEIR COMPENSATION.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	NATIONAL AQUARIUM IN BALTIMORE, INC HAS ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES AVAILABLE TO THE PUBLIC UPON REQUEST FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST, ON THE WEBSITE, AND ARE INCLUDED WITH PUBLICATIONS ASSOCIATED WITH THE NATIONAL AQUARIUM INSTITUTE, INC 'S ANNUAL REPORT THEY ARE ALSO AVAILABLE THROUGH NOT-FOR-PROFIT INTERNET PORTALS SUCH AS GUIDESTAR AND CHARITY NAVIGATOR

Identifier	Return Reference	Explanation
HOURS DEVOTED TO RELATED ORGANIZATIONS	FORM 990, PART VII, SECTION A	<p>SEVERAL DIRECTORS OF NATIONAL AQUARIUM IN BALTIMORE, INC (NAIB) ARE ALSO DIRECTORS OF NATIONAL AQUARIUM CONSERVATION CENTER, INC (NACC), NATIONAL AQUARIUM INSTITUTE, INC (NAI), CENTER FOR AQUATIC LIFE & CONSERVATION, INC (CALC), NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC (NAF), AND THE NATIONAL AQUARIUM SOCIETY (NAS), ALL OF WHICH ARE RELATED ORGANIZATIONS. HOURS DEVOTED TO RELATED ORGANIZATIONS ARE LISTED BELOW. THESE HOURS ARE ALL UNCOMPENSATED, VOLUNTEER HOURS.</p> <p>INDIVIDUAL NACC NAI CALC NAF NAS JENNIFER REYNOLDS 0 1 0 1 0 WILLIAM ROBERTS 0 1 0 0 0 ROBERT CARTER 0 1 0 1 0 ANDREW GOOD 0 1 0 0 0 MOHANNAD JISHI 0 1 0 0 0 RENEE BRONFEIN ADES 0 1 0 0 0 STEPHANIE RAWLINGS BLAKE 0 1 0 0 0 NEAL BORDEN 0 1 1 1 0 DAVID BOWEN 0 1 0 0 0 MARILYN CARP 0 1 0 0 0 ELIJAH CUMMINGS 0 1 0 0 0 WAYNE CURRY 0 1 0 0 0 JAMES DALE 0 1 0 0 0 MARK EDWARD 0 1 0 0 0 RANDALL GRIFFIN 1 1 1 0 1 FRANK GUNTHER 0 1 0 0 0 ORLAN JOHNSON 0 1 0 0 0 BRIAN MCHALE 0 1 0 0 0 DAMIAN O'DOHERTY 0 1 0 0 0 DONALD PETTIT 0 1 0 0 0 CHARLES PHILLIPS 0 1 0 0 0 SCOTT PLANK 0 1 0 0 0 DIANA RAMSAY 0 1 0 0 0 LEE RILEY 0 1 0 0 0 CHARLES ROGERS 0 1 0 0 0 MARK SAPPERSTEIN 0 1 0 0 0 WILLIAM SCHAEFER 0 1 0 0 0 JIM SEAY 0 1 0 0 0 SEVERAL OFFICERS, KEY EMPLOYEES, OR HIGHLY COMPENSATED EMPLOYEES OF NATIONAL AQUARIUM IN BALTIMORE, INC ARE ALSO OFFICERS, KEY EMPLOYEES, OR HIGHLY COMPENSATED EMPLOYEES OF NATIONAL AQUARIUM CONSERVATION CENTER, INC, NATIONAL AQUARIUM INSTITUTE, INC, CENTER FOR AQUATIC LIFE & CONSERVATION, INC, NATIONAL AQUARIUM IN BALTIMORE FOUNDATION, INC, AND THE NATIONAL AQUARIUM SOCIETY, ALL OF WHICH ARE RELATED ORGANIZATIONS. ALL INDIVIDUALS ARE COMPENSATED IN FULL BY THE NAIB, AND SERVICES PERFORMED UNDER THE HOURS DEVOTED TO RELATED ORGANIZATIONS ARE PROVIDED GRATIS. HOURS DEVOTED TO RELATED ORGANIZATIONS ARE LISTED BELOW.</p> <p>INDIVIDUAL NAI NAS NAF CALC NACC JOHN RACANELLI 36 3 3 3 3 DAVE PITTENGER 18 6 3 3 12 BRUCE HOFFBERGER 21 6 3 3 3 PAULA SCHAEDLICH 13 3 0 0 0 KATHY SHER 14 6 1 2 6 JOHN GOODENOW 3 3 0 3 13 BOB RAMIN 3 29 0 0 0 BRENT WHITAKER 3 8 0 0 3 TIM PULA 0 11 0 11 0 SEAN DELANEY 0 5 1 1 2 BILL MINARIK 2 0 0 0 0</p>

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
NATIONAL AQUARIUM IN BALTIMORE INC

Employer identification number
52-1121163

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" 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 organization	
						Yes	No
(1) NATIONAL AQUARIUM INSTITUTE INC PIER 3 - 501 EAST PRATT STREET BALTIMORE, MD 21202 20-2671673	SUPPORTING ORGANIZATION	MD	501(C)(3)	LINE 11B, II	N/A		No
(2) NATIONAL AQUARIUM IN BALTIMORE FOUNDATION INC 111 MARKET PLACE BALTIMORE, MD 21202 52-1301162	SUPPORTING ORGANIZATION	MD	501(C)(3)	LINE 11B, II	NATIONAL AQUARIUM INSTITUTE INC		No
(3) THE NATIONAL AQUARIUM SOCIETY PIER 3 - 501 EAST PRATT STREET BALTIMORE, MD 21202 52-1243739	MARINE WILDLIFE AND AQUATIC ANIMAL EDUCATION	MD	501(C)(3)	LINE 9	NATIONAL AQUARIUM INSTITUTE INC		No
(4) CENTER FOR AQUATIC LIFE AND CONSERVATION INC PIER 3 - 501 EAST PRATT STREET BALTIMORE, MD 21202 20-2158507	EDUCATION ON AQUATIC LIFE AND CONSERVATION	MD	501(C)(3)	LINE 7	NATIONAL AQUARIUM INSTITUTE INC		No
(5) NATIONAL AQUARIUM CONSERVATION CENTER INC PIER 3 - 501 EAST PRATT STREET BALTIMORE, MD 21202 27-1428324	CONSERVATION	MD	501(C)(3)	LINE 7	NATIONAL AQUARIUM INSTITUTE INC		No

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

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

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 (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

Yes

No

No

No

No

No

No

No

No

No

Yes

Yes

No

Yes

No

No

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2011

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

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

Identifier	Return Reference	Explanation	
------------	------------------	-------------	--

TY 2011 Affiliated Group Schedule

Name: NATIONAL AQUARIUM IN BALTIMORE INC	
EIN: 52-1121163	
Affiliated Group Business Name: NATIONAL AQUARIUM IN BALTIMORE INC	
Address. Either US or Foreign Type: PIER 3 - 501 EAST PRATT STREET BALTIMORE, MD 21202	
EIN: 52-1121163	
Electing Organization Checkbox: <input checked="" type="checkbox"/>	
Total Grassroots Lobbying:	0
Total Direct Lobbying:	102,298
Total Lobbying Expenditures:	102,298
Other Exempt Purpose Expenditures:	34,109,778
Total Exempt Purpose Expenditures:	34,212,076
Lobbying Nontaxable Amount:	1,000,000
Grassroots Nontaxable Amount:	250,000
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0
Affiliated Group Business Name: THE NATIONAL AQUARIUM SOCIETY	
Address. Either US or Foreign Type: 14TH CONSTITUTION AVENUE NW WASHINGTON, DC 20230	
EIN: 52-1243739	
Electing Organization Checkbox: <input type="checkbox"/>	
Total Grassroots Lobbying:	0
Total Direct Lobbying:	52,000
Total Lobbying Expenditures:	52,000
Other Exempt Purpose Expenditures:	1,417,209
Total Exempt Purpose Expenditures:	1,469,209
Lobbying Nontaxable Amount:	221,921
Grassroots Nontaxable Amount:	55,480
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0
Affiliated Group Business Name: NATIONAL AQUARIUM CONSERVATION CENTER INC	
Address. Either US or Foreign Type: 111 MARKET PLACE STE 800 BALTIMORE, MD 21202	
EIN: 27-1428324	
Electing Organization Checkbox: <input checked="" type="checkbox"/>	
Total Grassroots Lobbying:	0
Total Direct Lobbying:	32,000
Total Lobbying Expenditures:	32,000
Other Exempt Purpose Expenditures:	550,476
Total Exempt Purpose Expenditures:	582,476
Lobbying Nontaxable Amount:	112,371
Grassroots Nontaxable Amount:	28,093
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0
Affiliated Group Business Name: CENTER FOR AQUATIC LIFE AND CONSERVATION INC	
Address. Either US or Foreign Type: PIER 3 - 501 EAST PRATT STREET BALTIMORE, MD 21202	
EIN: 20-2158507	
Electing Organization Checkbox: <input type="checkbox"/>	
Total Grassroots Lobbying:	0
Total Direct Lobbying:	0
Total Lobbying Expenditures:	0
Other Exempt Purpose Expenditures:	18,406
Total Exempt Purpose Expenditures:	18,406
Lobbying Nontaxable Amount:	3,681
Grassroots Nontaxable Amount:	920
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0
Affiliated Group Business Name: NATIONAL AQUARIUM INSTITUTE INC	
Address. Either US or Foreign Type: PIER 3 - 501 EAST PRATT STREET BALTIMORE, MD 21202	
EIN: 20-2671673	
Electing Organization Checkbox: <input type="checkbox"/>	
Total Grassroots Lobbying:	0
Total Direct Lobbying:	0
Total Lobbying Expenditures:	0
Other Exempt Purpose Expenditures:	0
Total Exempt Purpose Expenditures:	0
Lobbying Nontaxable Amount:	0
Grassroots Nontaxable Amount:	0
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0
Affiliated Group Business Name: NATIONAL AQUARIUM FOUNDATION INC	
Address. Either US or Foreign Type: 111 MARKET PLACE STE 800 BALTIMORE, MD 21202	
EIN: 52-1301162	
Electing Organization Checkbox: <input type="checkbox"/>	
Total Grassroots Lobbying:	0
Total Direct Lobbying:	0
Total Lobbying Expenditures:	0
Other Exempt Purpose Expenditures:	140,828
Total Exempt Purpose Expenditures:	140,828
Lobbying Nontaxable Amount:	28,166
Grassroots Nontaxable Amount:	7,042
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0