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Return of Organization Exempt From Income Tax

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990 and its instructions is at www.irs.gov/form990.

2014

Open to Public
Inspection

A For the 2014 calendar year, or tax year beginning

and ending

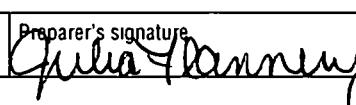
B Check if applicable	C Name of organization NATIONAL AQUARIUM, INC.		D Employer identification number 52-1121163
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Doing business as Number and street (or P O box if mail is not delivered to street address) PIER 3 - 501 EAST PRATT STREET		Room/suite
	City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21202		
	F Name and address of principal officer: JOHN C. RACANELLI SAME AS C ABOVE		G Gross receipts \$ 52,007,376.
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			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
J Website: ► WWW.AQUA.ORG			H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions)
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	21
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	21
	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	539
	6 Total number of volunteers (estimate if necessary)	6	941
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	2,866,503.
b Net unrelated business taxable income from Form 990-T, line 34	7b	<1,021,655. >	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	8,530,897.	16,219,573.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	33,104,086.	33,341,679.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,527,732.	2,446,124.
		44,162,715.	52,007,376.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	2,339,881.
	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)	16,841,146.	18,153,017.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	75,000.	0.
	b Total fundraising expenses (Part IX, column (D), line 25)	24,332,297.	25,546,705.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	41,248,443.	46,039,603.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,914,272.	5,967,773.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	3 SEP 21 2015	Beginning of Current Year
			End of Year
	20 Total assets (Part X, line 16)	104,235,960.	112,472,928.
	21 Total liabilities (Part X, line 26)	30,259,583.	32,528,778.
	22 Net assets or fund balances. Subtract line 21 from line 20	73,976,377.	79,944,150.

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 SEP 2015 SCANNED	Signature of officer 	Date 9/15/2015			
	BRUCE S. HOFFBERGER, TREASURER/CFO				
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name JULIA FLANNERY, CPA	Preparer's signature 	Date 9/15/2015	Check <input type="checkbox"/> if self-employed	PTIN P00928918
	Firm's name ► MCGLADREY LLP		Firm's EIN ► 42-0714325		
	Firm's address ► 100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202		Phone no 410-246-9300		

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

621 24

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III 1 Briefly describe the organization's mission:TO 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 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 \$ 7,362,839. including grants of \$ _____) (Revenue \$ _____)
BIOLOGICAL PROGRAMS

THE NATIONAL AQUARIUM'S LIVING COLLECTION INCLUDES MORE THAN 17,000 ANIMALS FROM MORE THAN 750 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 \$ 4,076,181. including grants of \$ 2,339,881.) (Revenue \$ _____)
CONSERVATION EDUCATION

THE NATIONAL AQUARIUM'S EDUCATION PROGRAMS HELP STUDENTS AND TEACHERS GAIN LEADERSHIP SKILLS AND IMPROVE SCIENCE LEARNING, ESPECIALLY AT A TIME WHEN SCHOOL DISTRICTS STRUGGLE TO PROVIDE HANDS-ON ENVIRONMENTAL EDUCATION OPPORTUNITIES. CONSERVATION PROGRAMS, BOTH ON-SITE AND IN THE FIELD, GUIDE PARTICIPANTS TOWARD MORE PERSONAL AND SUSTAINABLE RELATIONSHIPS WITH THE NATURAL WORLD, INSPIRING STUDENTS TO ENJOY, RESPECT AND PROTECT THE AQUATIC WORLD. EACH YEAR, MORE THAN 118,000 STUDENTS AND CHAPERONES VISIT THE NATIONAL AQUARIUM, WITH APPROXIMATELY 13,000 COMING FROM BALTIMORE CITY. THE FREE ADMISSION PROGRAM, AVAILABLE TO MARYLAND SCHOOLS, INTRODUCES STUDENTS TO ENVIRONMENTAL

4c (Code _____) (Expenses \$ 30,248,740. including grants of \$ _____) (Revenue \$ 32,853,800.)
GUEST OPERATIONS

AS AN INSTITUTION ACCREDITED BY THE ASSOCIATION OF ZOOS AND AQUARIUMS (AZA), THE NATIONAL AQUARIUM IS A LEADER IN ITS FIELD AND EMBRACES THE HIGHEST QUALITY FACILITIES, PROGRAMS, AND STAFF AVAILABLE. SINCE OPENING IN 1981, NEARLY 50 MILLION GUESTS HAVE LEARNED ABOUT THE RICH DIVERSITY OF LIFE THROUGH THE AQUARIUM'S EXHIBITS AND BY PARTICIPATING IN ITS GUEST 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 ► 41,687,760.

Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
If "Yes," complete Schedule A
- 2 Is the organization required to complete *Schedule B, Schedule of Contributors*?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*
- 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? *If "Yes," complete Schedule C, Part II*
- 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? *If "Yes," complete Schedule C, Part III*
- 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? *If "Yes," complete Schedule D, Part I*
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*
- 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*
- 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? *If "Yes," complete Schedule D, Part VI*
 - 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? *If "Yes," complete Schedule D, Part VII*
 - 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? *If "Yes," complete Schedule D, Part VIII*
 - 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? *If "Yes," complete Schedule D, Part IX*
 - e Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*
 - f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*
- 12a Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*
 - b Was the organization included in consolidated, independent audited financial statements for the tax year?
If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*
- 14a Did the organization maintain an office, employees, or agents outside of the United States?
 - 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? *If "Yes," complete Schedule F, Parts I and IV*
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*
- 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? *If "Yes," complete Schedule G, Part I*
- 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*
- 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*
- 20a Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*
 - b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3		X
4	X	
5		X
6		X
7		X
8		X
9		X
10	X	
11a	X	
11b		X
11c		X
11d		X
11e	X	
11f	X	
12a		X
12b	X	
13		X
14a		X
14b		X
15		X
16		X
17		X
18		X
19		X
20a		X
20b		

Part IV Checklist of Required Schedules (continued)

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

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

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	174
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	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	539
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	3b	X
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country: ► <i>See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).</i>	5a	X
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	6a	X
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6b	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	X
7 Organizations that may receive deductible contributions under section 170(c).	7b	X
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?	7c	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7f	X
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	9b	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?	10a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	10b	
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	11a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	12a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	12b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	13a	
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? <i>Note. See the instructions for additional information the organization must report on Schedule O</i>	13b	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
c Enter the amount of reserves on hand	14a	X
14a Did the organization receive any payments for indoor tanning services during the tax year?	14b	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

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

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year
 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O

1b Enter the number of voting members included in line 1a, above, who are independent

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

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?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

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?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

a The governing body?

b Each committee with authority to act on behalf of the governing body?

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

	Yes	No
1a	21	
1b	21	
2		x
3		x
4	x	
5		x
6		x
7a		x
7b		x
8a	x	
8b	x	
9		x

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

10a Did the organization have local chapters, branches, or affiliates?

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?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990.

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

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

b Other officers or key employees of the organization

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?

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?

	Yes	No
10a		x
10b		
11a	x	
12a	x	
12b	x	
12c	x	
13	x	
14	x	
15a	x	
15b	x	
16a		x
16b		

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

Own website Another's website Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records: ►

BRUCE HOFFBERGER - 410-576-3823

111 MARKET PL., STE. 800, BALTIMORE, MD 21202

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

 Check if Schedule O contains a response or note to any line in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) ROBERT CARTER CHAIR	5.00	X		X			0.	0.	0.
(2) JENNIFER REYNOLDS IMMEDIATE PAST CHAIR	4.00	X		X			0.	0.	0.
(3) TAMIKA TREMAGLIO VICE CHAIR	5.00	X		X			0.	0.	0.
(4) JANE DROPPA VICE CHAIR	1.00	X		X			0.	0.	0.
(5) SCOTT PLANK VICE CHAIR	2.00	X		X			0.	0.	0.
(6) TIMOTHY ADAMS DIRECTOR	1.00	X					0.	0.	0.
(7) MARC BUNTING DIRECTOR	1.00	X					0.	0.	0.
(8) MARILYN CARP DIRECTOR	1.00	X					0.	0.	0.
(9) KEITH CAMPBELL DIRECTOR	1.00	X					0.	0.	0.
(10) DAVID CHURCHILL DIRECTOR	1.00	X					0.	0.	0.
(11) JAMES DALE DIRECTOR	1.00	X					0.	0.	0.
(12) COLLEEN DILENSCHNEIDER DIRECTOR	1.00	X					0.	0.	0.
(13) MICHAEL DUNMYER DIRECTOR	1.00	X					0.	0.	0.
(14) MARK EDWARD DIRECTOR	1.00	X					0.	0.	0.
(15) ANN GALLANT DIRECTOR	1.00	X					0.	0.	0.
(16) ANDREW GOOD IMMEDIATE PAST SECRETARY	1.00	X		X			0.	0.	0.
(17) NANCY GRASMICK DIRECTOR	1.00	X					0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(18) MOHANNAD JISHI IMMEDIATE PAST TREASURER	3.00	X	X				0.	0.	0.
(19) CHARLES KNUDSEN DIRECTOR	1.00	X					0.	0.	0.
(20) MARK MULLIN DIRECTOR	1.00	X					0.	0.	0.
(21) JOSEPH NIGRO DIRECTOR	1.00	X					0.	0.	0.
(22) MARIANELA PERALTA DIRECTOR	1.00	X					0.	0.	0.
(23) DONALD PETTIT DIRECTOR	1.00	X					0.	0.	0.
(24) CHARLES PHILLIPS DIRECTOR	1.00	X					0.	0.	0.
(25) DIANA RAMSAY DIRECTOR	1.00	X					0.	0.	0.
(26) LEE RILEY DIRECTOR	1.00	X					0.	0.	0.
1b Sub-total							0.	0.	0.
c Total from continuation sheets to Part VII, Section A							2,622,495.	0.	248,406.
d Total (add lines 1b and 1c)							2,622,495.	0.	248,406.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
CONSTELLATION NEWENERGY, INC. 200 EXELON WAY, KENNETT SQUARE, PA 19348	CONSTRUCTION	3,254,881.
WHITING TURNER CONTRACTING CO. PO BOX 17596, BALTIMORE, MD 21297	CONSTRUCTION	3,094,340.
IMPACTS RESEARCH & DEVELOPMENT, LLC 3720 FALCON RIDGE DR., MEDINA, OH 44256	MARKETING	1,362,431.
JOHNSON CONTROLS PO BOX 905240, CHARLOTTE, NC 28290	FACILITY MAINTENANCE	695,342.
OTIS ELEVATOR COMPANY PO BOX 905454, CHARLOTTE, NC 28290	FACILITY MAINTENANCE	455,583.

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

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Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
(Contributions, Gifts, Grants and Other Similar Amounts)	1 a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d 2,699,682.			
	e Government grants (contributions)	1e 4,491,867.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 9,028,024.			
	g Noncash contributions included in lines 1a-1f \$		2,636,934.		
	h Total. Add lines 1a-1f		16,219,573.		
Program Service Revenue		Business Code			
	2 a ADMISSIONS	713990	24,617,521.	24,617,521.	
	b MEMBERSHIP FEES	900099	3,715,478.	3,715,478.	
	c CONSIGNMENT	713990	1,553,690.	1,553,690.	
	d 4D	900099	1,172,485.	1,172,485.	
	e CATERED EVENTS	722320	900,003.		900,003.
	f All other program service revenue	900099	1,382,502.	1,382,502.	
	g Total. Add lines 2a-2f		33,341,679.		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)				
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
	6 a Gross rents	(i) Real 67,500.			
	b Less: rental expenses	(ii) Personal 0.			
	c Rental income or (loss)	67,500.			
	d Net rental income or (loss)		67,500.		67,500.
	7 a Gross amount from sales of assets other than inventory	(i) Securities			
	b Less: cost or other basis and sales expenses	(ii) Other			
	c Gain or (loss)				
	d Net gain or (loss)				
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a			
	b Less: direct expenses	b			
	c Net income or (loss) from fundraising events		►		
	9 a Gross income from gaming activities. See Part IV, line 19	a			
	b Less: direct expenses	b			
	c Net income or (loss) from gaming activities		►		
	10 a Gross sales of inventory, less returns and allowances	a			
	b Less: cost of goods sold	b			
	c Net income or (loss) from sales of inventory		►		
	Miscellaneous Revenue	Business Code			
	11 a COMMISSION	722320	1,488,168.		1,488,168.
	b PHOTOS	900004	478,332.		478,332.
	c FOOD SERVICE	722100	412,124.	412,124.	
	d All other revenue				
	e Total. Add lines 11a-11d		2,378,624.		
	12 Total revenue See instructions		►	52,007,376.	32,853,800.
					2,866,503.
					67,500.

Part IX Statement of Functional Expenses

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

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	2,339,881.	2,339,881.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,047,681.	1,661,647.	317,639.	68,395.
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	13,135,088.	10,651,239.	2,041,458.	442,391.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	160,768.	127,354.	27,372.	6,042.
9 Other employee benefits	1,825,095.	1,492,159.	277,354.	55,582.
10 Payroll taxes	984,385.	804,812.	149,594.	29,979.
11 Fees for services (non-employees)				
a Management				
b Legal	196,612.	177,716.	15,797.	3,099.
c Accounting	67,467.	60,983.	5,421.	1,063.
d Lobbying	105,827.	105,827.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O)	3,979,729.	3,589,045.	390,684.	
12 Advertising and promotion	3,241,166.	3,241,166.		
13 Office expenses	3,143,475.	2,813,062.	271,526.	58,887.
14 Information technology				
15 Royalties				
16 Occupancy	4,627,282.	4,576,923.	42,100.	8,259.
17 Travel	309,277.	242,394.	58,971.	7,912.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	752,056.	752,056.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7,733,322.	7,733,322.		
23 Insurance	494,305.	494,305.		
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a SPECIMEN FOOD	345,848.	345,848.		
b MISCELLANEOUS EXPENSE	320,695.	317,656.	3,039.	
c RECRUITING	153,529.	126,390.	24,410.	2,729.
d PROFESSIONAL DEVELOPMEN	34,819.	21,156.	13,151.	512.
e All other expenses	41,296.	12,819.		28,477.
25 Total functional expenses. Add lines 1 through 24e	46,039,603.	41,687,760.	3,638,516.	713,327.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	6,799,111.	1	4,646,913.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	1,555,100.	3	8,757,167.
	4 Accounts receivable, net	512,012.	4	645,868.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	1,053,032.	9	971,991.
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	187,159,011.		
	b Less accumulated depreciation	10b 89,990,018.	94,132,596.	10c 97,168,993.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	184,109.	15	281,996.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	104,235,960.	16	112,472,928.
Liabilities	17 Accounts payable and accrued expenses	3,300,128.	17	3,996,688.
	18 Grants payable		18	
	19 Deferred revenue	2,093,889.	19	2,093,757.
	20 Tax-exempt bond liabilities	23,616,469.	20	21,881,236.
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,249,097.	25	4,557,097.
	26 Total liabilities. Add lines 17 through 25	30,259,583.	26	32,528,778.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	70,702,641.	27	73,078,260.
	28 Temporarily restricted net assets	3,273,736.	28	6,865,890.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	73,976,377.	33	79,944,150.
	34 Total liabilities and net assets/fund balances	104,235,960.	34	112,472,928.

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

1 Total revenue (must equal Part VIII, column (A), line 12)	1	52,007,376.
2 Total expenses (must equal Part IX, column (A), line 25)	2	46,039,603.
3 Revenue less expenses. Subtract line 2 from line 1	3	5,967,773.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	73,976,377.
5 Net unrealized gains (losses) on investments	5	
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	79,944,150.

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

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

2b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

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?
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		x
2b	x	
2c	x	
3a		x
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section

4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

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

OMB No 1545-0047

2014

Open to Public
Inspection

Name of the organization

NATIONAL AQUARIUM, 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 described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g
 - a **Type I**. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B**.
 - b **Type II**. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C**.
 - c **Type III functionally integrated**. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E**.
 - d **Type III non-functionally integrated**. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V**.
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations _____
 - g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see Instructions)	(vi) Amount of other support (see Instructions)
			Yes	No		
Total						

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test - 2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")	9,122,650.	10,800,012.	9,699,403.	8,530,897.	16,219,573.	54,372,535.
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	26,725,967.	27,084,094.	30,481,479.	32,885,184.	32,441,676.	149,618,400.
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	35,848,617.	37,884,106.	40,180,882.	41,416,081.	48,661,249.	203,990,935.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	49,325.	1,193,591.	194,164.	700,947.	1,428,527.	3,566,554.
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	49,325.	1,193,591.	194,164.	700,947.	1,428,527.	3,566,554.
8 Public support (Subtract line 7c from line 6)						200,424,381.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6	35,848,617.	37,884,106.	40,180,882.	41,416,081.	48,661,249.	203,990,935.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	40,262.	55,160.	50,280.	70,000.	67,500.	283,202.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	40,262.	55,160.	50,280.	70,000.	67,500.	283,202.
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 VI.)	31,868.					31,868.
13 Total support. (Add lines 9, 10c, 11, and 12)	35,920,747.	37,939,266.	40,231,162.	41,486,081.	48,728,749.	204,306,005.

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

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	98.10	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	98.56	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	.14	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	.14	%

19a **33 1/3% support tests - 2014.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► b **33 1/3% support tests - 2013.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No" describe in **Part VI** how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.

2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in **Part VI** how the organization determined that the supported organization was described in section 509(a)(1) or (2).

3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.

b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in **Part VI** when and how the organization made the determination.

c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in **Part VI** what controls the organization put in place to ensure such use.

4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.

b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in **Part VI** how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.

c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in **Part VI** what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.

5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in **Part VI**, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).

b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?

c Substitutions only. Was the substitution the result of an event beyond the organization's control?

6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in **Part VI**.

7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete **Part I of Schedule L (Form 990)**.

8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete **Part I of Schedule L (Form 990)**.

9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in **Part VI**.

b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in **Part VI**.

c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in **Part VI**.

10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer (b) below.

b Did the organization have any excess business holdings in the tax year? (Use **Schedule C, Form 4720**, to determine whether the organization had excess business holdings.)

	Yes	No
1		
2		
3a		
3b		
3c		
4a		
4b		
4c		
5a		
5b		
5c		
6		
7		
8		
9a		
9b		
9c		
10a		
10b		

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. Type III Supporting Organizations

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

Section E. Type III Functionally-Integrated Supporting Organizations

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

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
		1 Net short-term capital gain	1
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
		1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):	
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI)			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount		Current Year	
		1 Adjusted net income for prior year (from Section A, line 8, Column A)	1
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).			

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

	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2015. Add lines 3 and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b, and Part III, line 12.

Also complete this part for any additional information. (See instructions)

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

OMB No 1545-0047

2014

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) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

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

Name of organization	Employer identification number
NATIONAL AQUARIUM, INC.	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 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?

► \$ _____
► \$ _____

4a Was a correction made?
b If "Yes," describe in Part IV.

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527
exempt function activities
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL,
line 17b
4 Did the filing organization file Form 1120-POL for this year?
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

► \$ _____
► \$ _____
► \$ _____

Yes No

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

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

Schedule C (Form 990 or 990-EZ) 2014

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)	178,964.	178,964.
c	Total lobbying expenditures (add lines 1a and 1b)	178,964.	178,964.
d	Other exempt purpose expenditures	41,972,481.	44,936,165.
e	Total exempt purpose expenditures (add lines 1c and 1d)	42,151,445.	45,115,129.
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.	1,000,000.
	If the amount on line 1e, column (a) or (b) is:	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 separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	186,298.	123,768.	182,288.	178,964.	671,318.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

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

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

- 1 Were substantially all (90% or more) dues received nondeductible by members?
- 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?
- 3 Did the organization agree to carry over lobbying and political expenditures from the prior year?

	Yes	No
1		
2		
3		

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

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

1	
2a	
2b	
2c	
3	
4	
5	

Part IV Supplemental Information

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

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

Total lobbying expenditures to influence public opinion (grassroots lobbying)	0.	1a
Total lobbying expenditures to influence a legislative body (direct lobbying)	178,964.	b
Total lobbying expenditures (add lines 1a and 1b)	178,964.	c
Other exempt purpose expenditures	41,972,481.	d
Total exempt purpose expenditures (add lines 1c and 1d)	42,151,445.	e

Lobbying nontaxable amount

Enter the amount from the following table:

If the amount on line e is	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
> 500,000 <= 1,000,000	100,000 + 15% > 500,000
> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000
> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000
Over \$17,000,000	\$1,000,000

Grassroots nontaxable amount (enter 25% of line 1f)	250,000.	g
Subtract line 1g from line 1a (limit to zero)	0.	h
Subtract line 1f from line 1c (limit to zero)	0.	i
Member's share of excess lobbying expenditures	0.	

Part IV Supplemental Information (continued)**Schedule C****Affiliated Group Lobbying Expenditures**
Part II -A

Name of Affiliated Group Member CENTER FOR AQUATIC LIFE AND CONSERVATION, INC.	Employer ID Number 20-2158507												
Affiliated Group Member Address PIER 3 - 501 EAST PRATT STREET BALTIMORE, MD 21202	Electing Member NO												
Limits on Lobbying Expenditures:													
Total lobbying expenditures to influence public opinion (grassroots lobbying)	0. 1a												
Total lobbying expenditures to influence a legislative body (direct lobbying)	0. b												
Total lobbying expenditures (add lines 1a and 1b)	0. c												
Other exempt purpose expenditures	149,555. d												
Total exempt purpose expenditures (add lines 1c and 1d).	149,555. e												
Lobbying nontaxable amount. Enter the amount from the following table:													
<table border="1"> <tr> <th>If the amount on line e is</th> <th>The lobbying nontaxable amount is:</th> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>> 500,000 <= 1,000,000</td> <td>100,000 + 15% > 500,000</td> </tr> <tr> <td>> 1,000,000 <= 1,500,000</td> <td>175,000 + 10% > 1,000,000</td> </tr> <tr> <td>> 1,500,000 <= 17,000,000</td> <td>225,000 + 5% > 1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table>	If the amount on line e is	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	> 500,000 <= 1,000,000	100,000 + 15% > 500,000	> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000	> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000	Over \$17,000,000	\$1,000,000	29,911. f
If the amount on line e is	The lobbying nontaxable amount is:												
Not over \$500,000	20% of the amount on line 1e												
> 500,000 <= 1,000,000	100,000 + 15% > 500,000												
> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000												
> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000												
Over \$17,000,000	\$1,000,000												
Grassroots nontaxable amount (enter 25% of line 1f)	7,478. g												
Subtract line 1g from line 1a (limit to zero)	0. h												
Subtract line 1f from line 1c (limit to zero)	0. i												
Member's share of excess lobbying expenditures	0. j												

Part IV Supplemental Information (continued)**Schedule C****Affiliated Group Lobbying Expenditures**
Part II -A

Name of Affiliated Group Member
NATIONAL AQUARIUM FOUNDATION, INC.

Employer ID Number
52-1301162

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

Electing Member
NO

Limits on Lobbying Expenditures:

Total lobbying expenditures to influence public opinion (grassroots lobbying)	0.	1a
Total lobbying expenditures to influence a legislative body (direct lobbying)	0.	b
Total lobbying expenditures (add lines 1a and 1b)	0.	c
Other exempt purpose expenditures	285,697.	d
Total exempt purpose expenditures (add lines 1c and 1d).	285,697.	e

Lobbying nontaxable amount.

Enter the amount from the following table:

If the amount on line e is:	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
> 500,000 <= 1,000,000	100,000 + 15% > 500,000
> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000
> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000
Over \$17,000,000	\$1,000,000

Grassroots nontaxable amount (enter 25% of line 1f)	14,285.	g
Subtract line 1g from line 1a (limit to zero)	0.	h
Subtract line 1f from line 1c (limit to zero)	0.	i
Member's share of excess lobbying expenditures	0.	

Part IV Supplemental Information (continued)**Schedule C****Affiliated Group Lobbying Expenditures**
Part II -A

Name of Affiliated Group Member
THE NATIONAL AQUARIUM SOCIETY

Employer ID Number
52-1243739

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

Electing Member
YES

Limits on Lobbying Expenditures:

		Line
Total lobbying expenditures to influence public opinion (grassroots lobbying)	0.	1a
Total lobbying expenditures to influence a legislative body (direct lobbying)	0.	b
Total lobbying expenditures (add lines 1a and 1b)	0.	c
Other exempt purpose expenditures	2,528,432.	d
Total exempt purpose expenditures (add lines 1c and 1d).	2,528,432.	e

Lobbying nontaxable amount.

Enter the amount from the following table:

If the amount on line e is.	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
> 500,000 <= 1,000,000	100,000 + 15% > 500,000
> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000
> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000
Over \$17,000,000	\$1,000,000

Grassroots nontaxable amount (enter 25% of line 1f)	69,106.	g
Subtract line 1g from line 1a (limit to zero)	0.	h
Subtract line 1f from line 1c (limit to zero)	0.	i
Member's share of excess lobbying expenditures	0.	

Part IV Supplemental Information (continued)**Schedule C****Affiliated Group Lobbying Expenditures**
Part II -A

Name of Affiliated Group Member
NATIONAL AQUARIUM INSTITUTE, INC.

Employer ID Number
20-2671673

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

Electing Member
NO

Limits on Lobbying Expenditures:

Total lobbying expenditures to influence public opinion (grassroots lobbying)

0. 1a

Total lobbying expenditures to influence a legislative body (direct lobbying)

0. b

Total lobbying expenditures (add lines 1a and 1b)

0. c

Other exempt purpose expenditures

0. d

Total exempt purpose expenditures (add lines 1c and 1d)

0. e

Lobbying nontaxable amount.

Enter the amount from the following table.

If the amount on line e is.	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
> 500,000 <= 1,000,000	100,000 + 15% > 500,000
> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000
> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000
Over \$17,000,000	\$1,000,000

Grassroots nontaxable amount (enter 25% of line 1f)

0. g

Subtract line 1g from line 1a (limit to zero)

0. h

Subtract line 1f from line 1c (limit to zero)

0. i

Member's share of excess lobbying expenditures

0.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

► Attach to Form 990.

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

OMB No. 1545-0047

2014

Open to Public
Inspection

Name of the organization

NATIONAL AQUARIUM, INC.

Employer identification number

52-1121163

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" 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 value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

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

Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

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

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

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, and not on a historic structure listed in the National Register

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

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

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

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

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

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

(i) Revenue included in Form 990, Part VIII, line 1 ► \$ _____
(ii) Assets included in Form 990, Part X ► \$ _____

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

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

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

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

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs

e Other _____

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

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	3,600,648.	3,077,279.	2,319,878.	1,984,520.	1,745,806.
b Contributions	33,030.		475,000.	500,000.	
c Net investment earnings, gains, and losses	103,599.	593,978.	349,795.	<100,575.	309,039.
d Grants or scholarships					
e Other expenditures for facilities and programs	116,935.	70,609.	67,394.	64,067.	70,325.
f Administrative expenses					
g End of year balance	3,620,342.	3,600,648.	3,077,279.	2,319,878.	1,984,520.

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

a Board designated or quasi-endowment ► %
 b Permanent endowment ► 49.94 %
 c Temporarily restricted endowment ► 50.06 %

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

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

(i) unrelated organizations
 (ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		160,698,560.	78,818,075.	81,880,485.
c Leasehold improvements				
d Equipment		17,044,065.	11,171,943.	5,872,122.
e Other		9,416,386.		9,416,386.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) ► 97,168,993.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	1,159,836.
(3) CAPITAL LEASE	3,397,261.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	4,557,097.

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

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

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

1 Total revenue, gains, and other support per audited financial statements	1	53,533,731.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains (losses) on investments	2a	
b Donated services and use of facilities	2b	3,066,708.
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIII.)	2d	3,327,960.
e Add lines 2a through 2d	2e	6,394,668.
3 Subtract line 2e from line 1	3	47,139,063.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	4,868,313.
c Add lines 4a and 4b	4c	4,868,313.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	52,007,376.

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

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

1 Total expenses and losses per audited financial statements	1	47,201,682.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	3,066,708.
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIII.)	2d	2,963,684.
e Add lines 2a through 2d	2e	6,030,392.
3 Subtract line 2e from line 1	3	41,171,290.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	4,868,313.
c Add lines 4a and 4b	4c	4,868,313.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	46,039,603.

Part XIII Supplemental Information.

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

PART V, LINE 4:THE ENDOWMENT FUNDS ARE HELD BY THE NATIONAL AQUARIUM FOUNDATION, INC., ARELATED 501(C)(3) ORGANIZATION. THE FOUNDATION'S OBJECTIVE IS TO EARN ARESPECTABLE LONG-TERM, RISK ADJUSTED TOTAL RATE OF RETURN TO SUPPORT THEDESIGNATED PROGRAMS. THE FOUNDATION RECOGNIZES AND ACCEPTS THAT PURSUING ARESPECTABLE RATE OF RETURN INVOLVES RISK AND POTENTIAL VOLATILITY. THEGENERATION OF CURRENT INCOME WILL BE A SECONDARY CONSIDERATION.PART X, LINE 2:THE AQUARIUM AND ITS SUBSIDIARIES ARE GENERALLY EXEMPT FROM FEDERAL INCOMETAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC). INADDITION, THE AQUARIUM AND ITS SUBSIDIARIES QUALIFY FOR CHARITABLE432054
10-01-14

Part XIII: Supplemental Information (continued)CONTRIBUTION DEDUCTIONS UNDER SECTION 170(B)(1)(A) AND HAVE BEENCLASSIFIED AS ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS UNDER SECTION509(A)(1). INCOME WHICH IS NOT RELATED TO EXEMPT PURPOSES, LESS APPLICABLEDEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE CORPORATE INCOME TAXES. THEAQUARIUM HAD NO NET UNRELATED BUSINESS INCOME FOR THE YEARS ENDED DECEMBER31, 2014 AND 2013.MANAGEMENT HAS EVALUATED THE AQUARIUM'S TAX POSITIONS AND HAS CONCLUDEDTHAT THE AQUARIUM HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIREADJUSTMENT TO THE CONSOLIDATED FINANCIAL STATEMENTS.THE AQUARIUM IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR THE U.S.FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2011.PART XI, LINE 2D - OTHER ADJUSTMENTS:INCOME OF THE NATIONAL AQUARIUM FOUNDATION, INC. 3,282,960.INCOME OF THE CENTER FOR AQUATIC LIFE AND CONSERVATION,INC. 45,000.TOTAL TO SCHEDULE D, PART XI, LINE 2D 3,327,960.PART XI, LINE 4B - OTHER ADJUSTMENTS:INCOME ELIMINATED ON THE CONSOLIDATED FINANCIAL STATEMENTS 4,868,313.PART XII, LINE 2D - OTHER ADJUSTMENTS:EXPENSES OF THE NATIONAL AQUARIUM FOUNDATION, INC. 285,697.EXPENSES OF THE CENTER FOR AQUATIC LIFE AND CONSERVATION,INC. 149,555.EXPENSES OF THE NATIONAL AQUARIUM SOCIETY 2,528,432.

Part XIII **Supplemental Information (continued)**TOTAL TO SCHEDULE D, PART XII, LINE 2D 2,963,684.PART XII, LINE 4B - OTHER ADJUSTMENTS:EXPENSES ELIMINATED ON THE CONSOLIDATED FINANCIALSTATEMENTS 4,868,313.

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

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SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

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

OMB No 1545-0047

2014

Open to Public
Inspection

Name of the organization

NATIONAL AQUARIUM, INC.

Employer identification number
52-1121163

Part I Questions Regarding Compensation

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

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

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

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

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

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee

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

a Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

5 For persons listed 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?

b Any related organization?

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?

b Any related organization?

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

Schedule J (Form 990) 2014

NATIONAL AQUARIUM, INC.

52-1121163

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed
For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations on row (ii). Do not list any individual that are not listed on Form 900 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. amounts for that individual

Part III Supplemental Information

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

PART I, LINE 1A:

THE ORGANIZATION PAID CLUB DUES FOR THE CHIEF EXECUTIVE OFFICER. THE CLUB DUES ARE NOT INCLUDED IN HIS TAXABLE COMPENSATION.

PART I, LINE 4A:

MS. SCHAEIDLICH RECEIVED A SEVERANCE PACKAGE FROM THE NATIONAL AQUARIUM,

INC. THAT WAS WITHIN THE TERMS AND CONDITIONS OF THE AGREEMENT. THE

SEVERANCE WAS BASED ON LENGTH OF SERVICE AND RESPONSIBILITIES. ADDITIONAL

TERMS AND CONDITIONS OF THE CONFIDENTIAL SEVERANCE AGREEMENT WILL BE

PROVIDED TO THE IRS UPON REQUEST. AMOUNTS PAID DURING THE CURRENT PERIOD

ARE PROPERLY REFLECTED ON THE EMPLOYEE'S W-2 AND DISCLOSED IN COLUMN B(III)

ON SCHEDULE J, PART II.

PART I, LINE 7:

THE ANNUAL BONUS IS DETERMINED IN PART BASED ON INDIVIDUAL PERFORMANCE AND

WHETHER OR NOT THE AQUARIUM MEETS CERTAIN OPERATIONAL BENCHMARKS AS OF THE

END OF THE YEAR. BONUSES REFLECTED ARE BASED ON THE IMMEDIATELY PRECEDING

CALENDAR YEAR RESULTS.

SCHEDULE K
(Form 990)
Department of the Treasury
Internal Revenue Service

Name of the organization

NATIONAL AQUARIUM, INC.

Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990. ► Information about Schedule K (Form 990) and its instructions is at www.irs.gov/forms990.

OMB No 1545-0047
2014
Open to Public
Inspection

Name of the organization
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) Pooled financing
MARYLAND IND. DEV. FINANCING	52-6002033	NONEAVAIL		06/27/12	25,980,765.	REFUND OF PRIOR ISSUES (ISSUE DATE 6/20/2002)	X	X	X
B									
C									
D									

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired		4,099,529.		
2 Amount of bonds legally defeased				
3 Total proceeds of issue		25,980,765.		
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds				
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X		
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?		X		
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?		X		

Part III Private Business Use

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

Part III Private Business Use (Continued)

	A	B	C	D
	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?				
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?				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?				
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▲	%	%	%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▲	%	%	%	%
6 Total of lines 4 and 5	%	%	%	%
7 Does the bond issue meet the private security or payment test?				
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?				
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	%	%	%	%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?				
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?				

Part IV Arbitrage

	A	B	C	D
	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?				
2 If "No" to line 1, did the following apply?				
a Rebate not due yet?	x			
b Exception to rebate?	x			
c No rebate due?	x			
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed				
3 Is the bond issue a variable rate issue?	x			
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	x			
b Name of provider				
c Term of hedge				
d Was the hedge superintegrated?				
e Was the hedge terminated?				

Part IV Arbitrage (Continued)

	A	B	C	D			
Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?							
b Name of provider							
c Term of GIC							
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?							
6 Were any gross proceeds invested beyond an available temporary period?							
7 Has the organization established written procedures to monitor the requirements of section 148?							
Part V Procedures To Undertake Corrective Action							
	A	B	C	D			
	Yes	No	Yes	No	Yes	No	Yes
Has 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?							

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

SCHEDULE L

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

OMB No 1545-0047

2014

**Open To Public
Inspection**

Name of the organization

Employer identification number

NATIONAL AQUARIUM, INC.

52-1121163

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

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

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

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

1

Part II Loans to and/or From Interested Persons.

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

Total

1

Part III Grants or Assistance Benefiting Interested Persons.

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

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

Schedule L (Form 990 or 990-EZ) 2014

Business Transactions Involving Interested Persons.

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

Part V **Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions).

SCH L. PART IV. BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS;

(A) NAME OF PERSON: CONSTELLATION NEWENERGY INC.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

JOSEPH NIGRO

(C) AMOUNT OF TRANSACTION \$ 4,975,519.

(D) DESCRIPTION OF TRANSACTION: UTILITIES & CONSTRUCTION - BOARD MEMBER

JOSEPH NIGRO IS AN EXECUTIVE VICE PRESIDENT OF EXELON CORPORATION CHIEF

EXECUTIVE OFFICER OF CONSTELLATION NEWENERGY INC. AND A BOARD MEMBER OF

THE NATIONAL AQUARIUM INC. JOSEPH NIGRO'S RELATIONSHIP WITH

CONSTELLATION NEWENERGY INC. HAD NO BEARING ON THE NATIONAL AQUARIUM

INC.'S UTILIZATION OF THE COMPANY IN THE NORMAL COURSE OF BUSINESS

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2014

**Open To Public
Inspection**

- Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- Attach to Form 990.
- Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

NATIONAL AQUARIUM, INC.

Employer identification number

52-1121163

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1a	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	9	108,502.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>INTERCOMPANY</u>)	X	1	2,528,432.	FMV
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

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

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a		X

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

Schedule M (Form 990) (2014)

Part II

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

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

OMB No 1545-0047

2014

Open to Public
Inspection

Name of the organization

NATIONAL AQUARIUM, INC.

Employer identification number

52-1121163

FORM 990, PART I, LINE 6

THE ORGANIZATION USES THE SERVICES OF VOLUNTEERS TO REALIZE ITS MISSION

TO INSPIRE CONSERVATION OF THE WORLD'S AQUATIC TREASURES. THE

ORGANIZATION IS VERY APPRECIATIVE OF ALL THE SERVICE FROM OUR

VOLUNTEERS: VOLUNTEER SERVICE HOURS TOTLED 119,800 HOURS, A VALUE OF

\$3,048,548. VOLUNTEERS ARE ESSENTIAL FOR OUR MISSION, AND THE NATIONAL

AQUARIUM IS ALWAYS LOOKING FOR MORE VOLUNTEERS TO BECOME A PART OF THE

COMMUNITY AND ASSIST THE AQUARIUM IN GETTING ITS MESSAGE OUT ANNUALLY

TO THE MORE THAN 1.2 MILLION VISITORS WHO VISIT THE AQUARIUM ANNUALLY.

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

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.

FORM 990, PART VI, SECTION A, LINE 4:

DURING THE COURSE OF FISCAL YEAR 2014, THE NATIONAL AQUARIUM INSTITUTE,

INC. AND THE NATIONAL AQUARIUM SOCIETY WERE MERGED WITH THE NATIONAL

AQUARIUM IN BALTIMORE, INC. THE NATIONAL AQUARIUM IN BALTIMORE, INC. WAS

RENAME THE NATIONAL AQUARIUM, INC.

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

PRIOR TO THE FILING OF THE FORM 990, THE AUDIT COMMITTEE WILL REVIEW THE

FORM AND THEN A COPY OF THE FORM WILL BE PROVIDED ELECTRONICALLY TO ALL

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
432211
08-27-14

Schedule O (Form 990 or 990-EZ) (2014)

Name of the organization

NATIONAL AQUARIUM, INC.

Employer identification number

52-1121163

BOARD MEMBERS.

FORM 990, PART VI, SECTION B, LINE 12C:AS STATED IN THE ORGANIZATION'S CONFLICT OF INTEREST POLICY, ANNUALLY EACHBOARD MEMBER AND KEY EMPLOYEE IS REQUESTED TO COMPLETE A CONFLICT OFINTEREST DISCLOSURE AND INDICATE ANY POTENTIAL CONFLICTS. A SUMMARY OF THEDISCLOSURES IS REVIEWED BY THE FINANCE COMMITTEE AND AUDIT COMMITTEE OF THEBOARD AND ANY AND ALL APPROPRIATE ACTIONS ARE THEN TAKEN IN ACCORDANCE WITHTHE POLICY. ADDITIONALLY THE SUMMARY OF DISCLOSURES IS DISTRIBUTED TO KEYEMPLOYEES TO ENHANCE THEIR AWARENESS WHEN CONTEMPLATING AND/OR ENTERINGINTO BUSINESS TRANSACTIONS.FORM 990, PART VI, SECTION B, LINE 15:THE COMPENSATION FOR THE CHIEF EXECUTIVE OFFICER IS REVIEWED AND DOCUMENTEDANNUALLY BY AN INDEPENDENT COMPENSATION COMMITTEE OF THE BOARD, AND UPDATEDAS PRUDENT BASED ON INFORMATION RECEIVED FROM INDEPENDENT COMPENSATIONSTUDIES AND SURVEYS, AS WELL AS INFORMATION RECEIVED BY THE COMMITTEE FROMOTHER INTERNAL AND EXTERNAL SOURCES.THE COMPENSATION FOR THE OTHER OFFICERS AND KEY EMPLOYEES IS REVIEWED ANDDOCUMENTED ANNUALLY BY AN INDEPENDENT COMPENSATION COMMITTEE OF THE BOARD.COMPENSATION STUDIES AND SURVEYS ARE USED TO ESTABLISH THEIR COMPENSATION.FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:AL, AK, AR, CA, CO, CT, DC, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, MS, NV, NH, NJ, NM, NY, NC, NDOH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WIFORM 990, PART VI, SECTION C, LINE 19:432212
08-27-14

Schedule O (Form 990 or 990-EZ) (2014)

Name of the organization

NATIONAL AQUARIUM, INC.

Employer identification number

52-1121163

NATIONAL AQUARIUM, INC. HAS ITS GOVERNING DOCUMENTS AND CONFLICT OF

INTEREST POLICIES AVAILABLE TO THE PUBLIC UPON REQUEST. FINANCIAL

STATEMENTS ARE AVAILABLE UPON REQUEST, ON THE WEBSITE, AND ARE INCLUDED

WITH PUBLICATIONS ASSOCIATED WITH THE NATIONAL AQUARIUM, INC.'S ANNUAL

REPORT. THEY ARE ALSO AVAILABLE THROUGH NOT-FOR-PROFIT INTERNET PORTALS

SUCH AS GUIDESTAR AND CHARITY NAVIGATOR. THESE DOCUMENTS ARE AVAILABLE FOR

THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D).

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.

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 taxable as a corporation or trust during the tax year.

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

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

- a Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(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 Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)
- p Reimbursement paid to related organization(s) for expenses
- q Reimbursement paid by related organization(s) for expenses

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

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

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) NATIONAL AQUARIUM FOUNDATION		B	2,339,881	FMV
(2) NATIONAL AQUARIUM FOUNDATION		C	171,250	FMV
(3) THE NATIONAL AQUARIUM SOCIETY		C	2,528,432	FMV
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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)

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

FORM 990, SCHEDULE R, PART II:

THE NATIONAL AQUARIUM INSTITUTE, INC. WAS THE CONTROLLING ENTITY FOR

THE NATIONAL AQUARIUM IN BALTIMORE, INC., THE NATIONAL AQUARIUM IN

BALTIMORE FOUNDATION, INC., THE NATIONAL AQUARIUM SOCIETY, AND THE

CENTER FOR AQUATIC LIFE AND CONSERVATION, INC. ON MAY 22, 2014, THE

NATIONAL AQUARIUM SOCIETY AND THE NATIONAL AQUARIUM INSTITUTE, INC.

MERGED INTO THE NATIONAL AQUARIUM IN BALTIMORE, INC., WHICH CHANGED

ITS NAME TO THE NATIONAL AQUARIUM, INC. IT IS THE DIRECT CONTROLLING

ENTITY OF THE NATIONAL AQUARIUM FOUNDATION, INC. (FORMERLY NATIONAL

AQUARIUM IN BALTIMORE FOUNDATION, INC.) AND THE CENTER FOR AQUATIC LIFE

AND CONSERVATION. THE NATIONAL AQUARIUM INSTITUTE, INC. AND THE

NATIONAL AQUARIUM SOCIETY WERE DISSOLVED.

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE** ** KEEP WITH DOCUMENT **

DOCUMENT CODE 09A BUSINESS CODE _____

D00687798

Close _____ Stock _____ Nonstock _____

PA _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000362006460986

ID # D00687798 ACK # 1000362006460986
PAGES: 0002
NATIONAL AQUARIUM, INC.

05/16/2014 AT 02:48 P WO # 0004305215

New Name National Aquarium
Inc

FEES REMITTED

Base Fee	<u>100</u>
Org & Cap Fee	<u>70</u>
Expedite Fee	<u></u>
Penalty	<u></u>
State Recordation Tax	<u></u>
State Transfer Tax	<u></u>
Certified Copies	<u>22</u>
Copy Fee	<u></u>
Certificates	<u></u>
Certificate of Status Fee	<u></u>
Personal Property Filings	<u></u>
Mail Processing Fee	<u></u>
Other	<u></u>

TOTAL FEES 192

Credit Card _____ Check X Cash _____

Documents on Checks

Approved By 4.01

Keyed By _____

COMMENT(S)

Change of Name
 Change of Principal Office
 Change of Resident Agent
 Change of Resident Agent Address
 Resignation of Resident Agent
 Designation of Resident Agent
 and Resident Agent's Address
 Change of Business Code

Adoption of Assumed Name

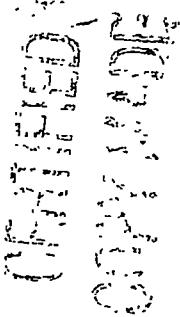
Other Change(s)

Code 063
Attention Andrea Cohen

Mail Name and Address

VENABLE LLP
ANDREA COHEN
SUITE 900
750 E PRATT ST
BALTIMORE MD 21202-3142

file 1st


CUST ID:0003088635
WORK ORDER:0004305215
DATE:05-16-2014 04:20 PM
AMT. PAID:\$192.00

NATIONAL AQUARIUM IN BALTIMORE, INC.

ARTICLES OF AMENDMENT

NATIONAL AQUARIUM IN BALTIMORE, INC., a Maryland nonstock corporation having its principal office in Baltimore, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is amended by striking out ARTICLE FIRST in its entirety and inserting in lieu thereof the following:

"**FIRST:** The name of the corporation (which is hereinafter called the "Corporation") is:

NATIONAL AQUARIUM, INC."

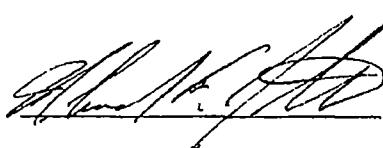
SECOND: These Articles of Amendment to the charter of the Corporation were approved and adopted by the Board of Directors of the Corporation at a meeting at which a quorum was present on April 3, 2014. The Corporation has no stockholders. The Corporation's sole Member, National Aquarium Institute, Inc., a Maryland nonstock corporation, approved these Articles of Amendment to the charter of the Corporation at a meeting at which a quorum was present on May 15, 2014.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name and on its behalf by its Chairman, Robert E. Carter, and attested by its Treasurer, Mohannad F. Jishi, on the 15th day of May, 2014.

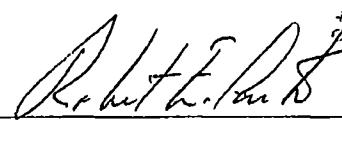
THE UNDERSIGNED acknowledges these Articles of Amendment to be the corporate act of the Corporation and states that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects and that this statement is made under the penalties of perjury.

ATTEST:

NATIONAL AQUARIUM IN BALTIMORE
INC.



Name: Mohannad F. Jishi
Title: Treasurer

By:  (SEAL)

Name: Robert E. Carter
Title: Chairman

CUST ID: 0003088635
WORK ORDER: 0004305215
DATE: 05-16-2014 04:20 PM
AMT. PAID: \$192.00

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions NATIONAL AQUARIUM, INC.	Employer identification number (EIN) or 52-1121163
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions PIER 3 - 501 EAST PRATT STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BALTIMORE, MD 21202	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BRUCE HOFFBERGER

- The books are in the care of ► **111 MARKET PL., STE. 800 - BALTIMORE, MD 21202**
Telephone No ► **410-576-3823** Fax No ► _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2015**

5 For calendar year **2014**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title ► CPA

Date ► **8/3/15**

Form 8868 (Rev. 1-2014)

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (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			
(27) THOMAS ROBINSON DIRECTOR	1.00 1.00	X					0.	0.	0.
(28) CHARLES ROGERS DIRECTOR	1.00	X					0.	0.	0.
(29) JIM SEAY DIRECTOR	1.00	X					0.	0.	0.
(30) JAKI ULMAN DIRECTOR	1.00	X					0.	0.	0.
(31) ELIZABETH WAGNER DIRECTOR	1.00 1.00	X					0.	0.	0.
(32) DIANNE BRADLEY SECRETARY/ DIR EXECUTIVE OFFICE	53.00 2.00		X				99,813.	0.	4,685.
(33) JOHN C. RACANELLI PRESIDENT/CHIEF EXECUTIVE OFFICER	49.00 21.00		X				407,070.	0.	45,706.
(34) BRUCE S. HOFFBERGER TREASURER/SR VP/CHIEF FINANCIAL OFFI	30.00 30.00		X				219,813.	0.	22,855.
(35) DALE SCHMIDT SR VP/CHIEF OPERATING OFFICER	51.00 9.00		X				229,500.	0.	26,660.
(36) ERIC SCHWAAB SR VP/CHIEF CONSERVATION OFFICER	44.00 16.00		X				201,392.	0.	6,326.
(37) KATHLEEN SHER SR VP/EXTERNAL AFFAIRS	30.00 30.00		X				213,820.	0.	19,800.
(38) MARISA WIGGLESWORTH SR VP/CHIEF PHILANTHROPY OFFICER	55.00 5.00		X				159,823.	0.	16,090.
(39) BRENT WHITAKER VP OF BIOLOGICAL PROGRAMS	47.00 8.00		X				182,504.	0.	10,615.
(40) CANDACE OSUNSADE VP OF HUMAN RESOURCES	54.00 1.00		X				156,582.	0.	24,622.
(41) SCOTT PERICH VP OF EXHIBITS AND DESIGN	54.00 1.00		X				136,419.	0.	6,829.
(42) SEAN P. DELANEY VP OF FINANCE	54.00 1.00		X				134,242.	0.	24,503.
(43) NANCY HOTCHKISS VP OF EDUCATION	55.00		X				124,908.	0.	14,911.
(44) CHARLES MYERS VP OF GUEST SERVICES	55.00		X				122,951.	0.	12,480.
(45) TIMOTHY PULA VP OF CAPITAL PLANNING & FACILITIES	55.00		X				122,026.	0.	5,517.
(46) PAULA SCHAEIDLICH FORMER SR VP/CHIEF OPERATING OFFICER	0.00 0.00			X			111,632.	0.	6,807.
Total to Part VII, Section A, line 1c							2,622,495.		248,406.